

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]



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.klay.co.in

(iii) Date of Incorporation

01/06/2010

(iv)	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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 28/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	P	Education	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 4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AVINI ADVISORS PRIVATE LIMITED	U74900TN2014PTC097094	Holding	50.72
2	FOUNDING YEARS EDTECH PRIVATE LIMITED	U72900KA2020PTC136157	Subsidiary	100
3	POOJA TALWAR EDUCATION PRIVATE LIMITED	U80903DL2016PTC291896	Associate	37.2
4	FOUNDING YEARS LEARNING SOLUTIONS PRIVATE LIMITED		Subsidiary	100

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	63,000,000	51,860,720	51,860,720	51,860,720
Total amount of equity shares (in Rupees)	630,000,000	518,607,200	518,607,200	510,970,576

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	63,000,000	51,860,720	51,860,720	51,860,720
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	630,000,000	518,607,200	518,607,200	510,970,576

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	23,000,000	0	0	0
Total amount of preference shares (in rupees)	230,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Compulsorily Convertible Preference shares				
Number of preference shares	23,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	230,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	12,766,768	26,302,124	39068892	390,688,920	383,052,290	
Increase during the year	12,791,828	0	12791828	127,918,280	127,918,280	395,960,445
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	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	12,791,828	0	12791828	127,918,280	127,918,280	395,960,445
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	0	0	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	0	0	0	
NA						
At the end of the year	25,558,596	26,302,124	51860720	518,607,200	510,970,570	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	12,791,828	0	12791828	127,918,280	127,918,280	395,960,445
i. Issues of shares	12,791,828	0	12791828	127,918,280	127,918,280	395,960,445
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	0	0	0	0	
NA						
Decrease during the year	12,791,828	0	12791828	127,918,280	127,918,280	395,960,445
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	12,791,828	0	12791828	127,918,280	127,918,280	395,960,445
Conversion of preference shares into equity shares						
At the end of the year	0	0	0	0	0	

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	29/09/2022		
Date of registration of transfer (Date Month Year)	10/03/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	3,865,139	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	017		
Transferor's Name			Peepul Capital Fund III LLC
	Surname	middle name	first name
Ledger Folio of Transferee	019		

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="Vanya Pte Ltd"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="29/09/2022"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="26,674,274"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="017"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="Peepul Capital Fund III LLC"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="020"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="Avini Advisors Pvt. Ltd."/>
	Surname	middle name	first name

	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text" value="29/09/2022"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="248,100"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="019"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="Vanya Pte Ltd"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="021"/>
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Transferee's Name	CHITTOORY	RAO	SRI VENUGOPALA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	29/09/2022
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	124,050	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	019
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Transferor's Name			Vanya Pte Ltd
	Surname	middle name	first name

Ledger Folio of Transferee	022
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Transferee's Name	Sikhakolli		Subbarao
	Surname	middle name	first name

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

Ledger Folio of Transferee	
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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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

1,718,872,000

(ii) Net worth of the Company

274,072,000

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	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others NA	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	1,589,846	3.07	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				

	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	50,270,874	96.93	0	
10.	Others NA	0	0	0	
	Total	51,860,720	100	0	0

Total number of shareholders (other than promoters)

8

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

8

**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	0	0
Members (other than promoters)	5	8
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	0	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	3	1	3	0	0

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

5

(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 Secretar	0	

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

0





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)

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

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting 	09/05/2022	5	3	96.88
Adjourned Extra-Ordinary General Meeting 	16/05/2022	5	3	96.88
Extra-Ordinary General Meeting 	29/07/2022	5	4	99.74
Annual General Meeting	29/09/2022	6	6	100
Extra-Ordinary General Meeting 	21/09/2022	6	3	82.49

B. BOARD MEETINGS

*Number of meetings held

15

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/05/2022	4	3	75
2	06/05/2022	4	2	50
3	18/05/2022	4	3	75
4	10/06/2022	4	3	75
5	06/07/2022	4	3	75
6	28/07/2022	4	3	75
7	08/09/2022	4	3	75
8	28/09/2022	4	3	75
9	29/09/2022	4	2	50
10	22/10/2022	4	2	50
11	04/11/2022	4	2	50
12	21/11/2022	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	28/09/2023
								(Y/N/NA)
1	SRIKANTH KU	15	15	100	0	0	0	Yes
2	SANDEEP KR	15	7	46.67	0	0	0	No
3	SANDEEP NA	15	0	0	0	0	0	Yes
4	PRANAV KUM	15	15	100	0	0	0	Yes

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	10,182,000	0	0	0	10,182,000
	Total		10,182,000	0	0	0	10,182,000

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prashant K Bohra	Company Secre	1,140,000	0	0	0	1,140,000
	Total		1,140,000	0	0	0	1,140,000

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

Srinivas Thatikonda

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

17127

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

List of share and debenture holder 2023.pdf
List of Board Meetings 2023.pdf

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 Board Meetings for FY ending 31/03/2023

Sl. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Number of directors attended	% of attendance
1	02/05/2022	4	3	75
2	06/05/2022	4	2	50
3	18/05/2022	4	3	75
4	10/06/2022	4	3	75
5	06/07/2022	4	3	75
6	28/07/2022	4	3	75
7	08/09/2022	4	3	75
8	28/09/2022	4	3	75
9	29/09/2022	4	2	50
10	22/10/2022	4	2	50
11	04/11/2022	4	2	50
12	21/11/2022	4	2	50
13	09/12/2022	4	2	50
14	03/01/2023	4	2	50
15	15/02/2023	4	2	50

FOUNDING YEARS LEARNING SOLUTIONS PRIVATE LIMITED

A. List of Shareholders as on 31/03/2023

Sl. No.	Name of Shareholder	No. of EQ	%
1	Avini Advisors Private Limited	2,63,02,124	50.72
2	Vanya Pte Ltd	1,66,56,967	32.12
3	Kaizen Private Equity	41,63,461	8.03
4	Kaizen Domestic Scheme 1	31,48,322	6.07
5	Priya Krishnan	11,17,695	2.16
6	C S Venugopala Rao	2,48,100	0.48
7	Subbarao Sihakolli	1,24,050	0.24
8	Aditya Khurana	1,00,001	0.19
Total		5,18,60,720	100

B. List of Debenture Holders as on 31/03/2023

Sl. No.	Name of Debenture Holder	Series A Senior, Secured, Unlisted, Unrated, Redeemable And Non-Convertible Debentures (NCDs)		
		No. of Debentures	Nominal Value of Debenture	Outstanding amount as on 31-03-2023
1	Spark Alternative Investment Trust	200	1,000,000	200,000,000