

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

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

U67190DL2007PTC274181

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCF1572C

(ii) (a) Name of the company

FIL INDIA BUSINESS AND RESE

(b) Registered office address

807, New Delhi House
Barakhamba Road
New Delhi
Central Delhi
Delhi
110001

(c) *e-mail ID of the company

fil-india-admin@fil.com

(d) *Telephone number with STD code

01246151000

(e) Website

www.fidelity.co.in

(iii) Date of Incorporation

07/11/2007

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Subsidiary of Foreign 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	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	97.65
2	N	Support service to Organizations	N7	Other support services to organizations	2.35

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	FIL INDIA HOLDINGS (MAURITI)		Holding	99.99

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	299,500,000	151,730,169	151,730,169	151,730,169
Total amount of equity shares (in Rupees)	2,995,000,000	1,517,301,690	1,517,301,690	1,517,301,690

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				

Number of equity shares	299,500,000	151,730,169	151,730,169	151,730,169
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,995,000,000	1,517,301,690	1,517,301,690	1,517,301,690

(b) Preference share capital

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

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(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				
At the beginning of the year	201,659,845	2,016,598,450	2,016,598,450	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0

vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
Nil				
Decrease during the year	49,929,676	499,296,760	499,296,760	210,703,236.94
i. Buy-back of shares	49,929,676	499,296,760	499,296,760	210,703,236.94
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
Nil				
At the end of the year	151,730,169	1,517,301,690	1,517,301,690	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
Nil				
At the end of the year	0	0	0	

(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 style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year) <input style="width: 100%;" type="text"/>					
Type of transfer	<input style="width: 50px; height: 30px;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px; height: 30px;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px; height: 30px;" type="text"/>	
Ledger Folio of Transferor			<input style="width: 450px; height: 30px;" type="text"/>		
Transferor's Name	<input style="width: 150px; height: 30px;" type="text"/>	<input style="width: 150px; height: 30px;" type="text"/>	<input style="width: 150px; height: 30px;" type="text"/>		
	Surname	middle name	first name		
Ledger Folio of Transferee			<input style="width: 450px; height: 30px;" type="text"/>		
Transferee's Name	<input style="width: 150px; height: 30px;" type="text"/>	<input style="width: 150px; height: 30px;" type="text"/>	<input style="width: 150px; height: 30px;" type="text"/>		
	Surname	middle name	first name		

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

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			0

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	0	0	0	0
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

9,514,437,338

(ii) Net worth of the Company

4,198,410,094

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		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)	151,730,168	100	0	
10.	Others Nil	0	0	0	
	Total	151,730,168	100	0	0

Total number of shareholders (promoters)

1

(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	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)	1	0	0	
10.	Others	0	0	0	
	Total	1	0	0	0

Total number of shareholders (other than promoters)

1

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

2

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

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	2	1	2	1	0	0
(i) Non-Independent	2	1	2	1	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	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	0	0	0	0	0
Total	2	1	2	1	0	0

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

4

(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)
Bradley Duane Fresia	06375689	Director	0	
Babu Thiagarajan	07464898	Whole-time director	0	
HARISH KUMAR KUKR	08085479	Whole-time director	0	
Anuj Arora	ASVPA7914Q	Company Secretary	0	21/05/2019

(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)
HARISH KUMAR KUKR	08085479	Director	06/04/2018	Appointment
HARISH KUMAR KUKR	08085479	Whole-time directo	06/04/2018	Change in designation as a whole tim
NAVNEET KUMAR JHA	08100917	Director	06/04/2018	Appointment
NAVNEET KUMAR JHA	08100917	Whole-time directo	06/04/2018	Change in designation as a whole tim
Eric Jan Oyevaar	07513746	Whole-time directo	12/04/2018	Cessation
NAVNEET KUMAR JHA	08100917	Whole-time directo	21/12/2018	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

4

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 mee	06/04/2018	2	2	100
Annual General Meeting	31/08/2018	2	2	100
Extra Ordinary General mee	17/09/2018	2	2	100
Extra Ordinary General Mee	22/10/2018	2	2	100

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/04/2018	4	3	75
2	03/05/2018	4	3	75
3	28/08/2018	4	3	75
4	14/09/2018	4	3	75

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	17/09/2018	4	3	75
6	23/10/2018	4	2	50
7	25/10/2018	4	4	100
8	11/02/2019	3	2	66.67

C. COMMITTEE MEETINGS

Number of meetings held

1

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	Corporate Soc	20/12/2018	4	2	50

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	30/08/2019
								(Y/N/NA)
1	Bradley Duane	8	1	12.5	1	0	0	No
2	Babu Thiagara	8	8	100	1	1	100	Yes
3	HARISH KUM	8	7	87.5	1	1	100	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

3

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

SACHIN AGARWAL

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7787

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. ...

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dated

28/08/2019

(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:

- 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.
- 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

BABU
THIAGARAJ
AN

DIN of the director

07464898

To be digitally signed by

APARNA
SHARMA

- ☒ 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

Attach
Attach
Attach
Attach

List of attachments

FIL_MGT-8_2019.pdf
list of members.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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



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

I have examined the registers, records and books and papers of **FIL INDIA BUSINESS AND RESEARCH SERVICES PRIVATE LIMITED**, having Corporate Identity Number U67190DL2007PTC274181 (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, 2019**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I 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 and Rules made there under in respect of:
1. Its status under the Act i.e. private limited company, limited by shares (being a subsidiary of a company incorporated outside India);
 2. Maintenance of registers and records & making entries therein within the time prescribed there for;
 3. Filing of forms and returns with the Registrar of Companies within/beyond the prescribed time.

During the financial year under review, the Company has not made any filings with the Regional Director, Central Government, the Tribunal, Court or other authorities;

4. Calling, convening and holding meetings of Board of Directors and Board Committee (Corporate Social Responsibility Committee) and the meeting 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 the circular resolutions have been properly recorded in the minute book / registers maintained for the purpose and the same have been signed. The Company was not required to pass any resolution by postal ballot;
5. Closure of Register of Members - The Company was not required to close its register of members;
6. Loan given to a whole-time director pursuant to the scheme approved by the shareholders at the extraordinary general meeting held on October 22, 2018 in terms of Section 185(3)(ii) of the Act.

Except the loan given to a whole-time director as specified above, the Company has not given any advance / loan to any other person or firm or company which fall within the purview of Section 185 of the Act;

7. Contracts/arrangements with related parties as specified in Section 188 of the Act – During the financial year under review, the Company has entered into transactions with its related parties on arm's length basis and in ordinary course of business;





8. Buy-back of 49,929,676 (forty nine million nine hundred twenty nine thousand six hundred and seventy six) equity shares of Rs.10 (Rupees Ten) each at a price of Rs.14.22 (Rupees Fourteen Point Two Two) per share. The shares of the Company are in dematerialized form, hence, the Company was not required to issue fresh certificates to the shareholders post buy-back of shares in respect of remaining shares held by them.

During the financial year under review, there was no instance of issue, allotment, transfer or transmission of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities;

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 – During the financial year under review, the Company was not required to keep in abeyance the rights to dividend, rights 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-During the financial year under review, the Company has not declared/paid any dividend. The Company was also not required to transfer any amount to Investor Education and Protection Fund;
11. Signing of audited financial statements as per the provisions of Section 134 of the Act. The report of directors is in compliance with provisions of sub sections (3), (4) and (5) of Section 134 of the Act;
12. Constitution, appointment and disclosures of the directors, key managerial personnel and remuneration paid to them.

During the financial year under review, there were no cases of re-appointment, retirement and filling up of casual vacancy of directors;

13. At the annual general meeting held on August 22, 2017, M/s BSR & Associates LLP, Chartered Accountants were appointed as statutory auditors of the Company for the financial year 2017-2018 to 2021-2022, subject to ratification by shareholders at every annual general meeting. Pursuant to the notification issued by the Ministry of Corporate Affairs, India on May 7, 2018 amending Section 139 of the Act, the requirement of ratification of appointment of auditors at every annual general meeting was omitted. Hence, no ratification of appointment of auditors was done at the annual general meeting held on August 31, 2018.

During the financial year under review, there was no case of appointment/re-appointment/filling up casual vacancies of auditors;

14. Approval required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act - During the financial year under review, the Company was not required to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or other authorities under various provisions of the Act;
15. Acceptance/renewal/repayment of deposits – The Company has not accepted deposits during the financial year under review and there are no instance of renewal or repayment of deposits during the financial under review;





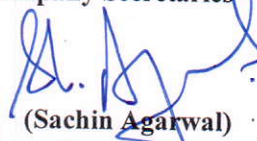
A. SACHIN & ASSOCIATES
Company Secretaries

16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable - During the financial year under review, the Company has not made any borrowings from its directors, members, public financial institutions, banks and others. No charge was created, modified or satisfied on assets of the Company;
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 – During the financial year under review, the Company has not given any loan, made any investment or given any guarantee or provided any security to other bodies corporate or persons falling under the provisions of Section 186 of the Act; and
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company - During the financial year under review, the Company has not altered provisions of its Memorandum and/or Articles of Association.

Date: September 28, 2019
Place: Noida

For A. Sachin & Associates
Company Secretaries




(Sachin Agarwal)
Prop.
M. No. FCS 7715
C.P. No. 7787

**Shareholding pattern of
FIL India Business and Research Services Private Limited ("Company")
As on March 31, 2019:**

Folio. No	Name of Entity	Number of Equity Shares	Types of Shares
05	FIL India Holdings (Mauritius) Limited	151,730,168	Equity Shares
04	Eight Roads Property Holdings Limited (formerly known as FIL Services (Bermuda) Limited)	1	Equity Shares
	Total	151,730,169	100

For and on behalf of FIL India Business and Research Services Private Limited

Aparna Sharma
Company Secretary

ICSI Membership No: A24399

PAN : AMYPA7794D

Address: Flat No. 101, Sampada Appt., Sector 46, Faridabad



Place: Gurgaon

Date : October 14, 2019