

Annexure- 3

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2022
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	U74899DL1999PTC099286
ii	Registration Date	13th April 1999
iii	Name of the Company	Wiley India Private Limited
iv	Category/Sub-category of the Company	Private Company Limited by Shares
v	Address of the Registered office & contact details	4436/7, Second Floor, Ansari Road, Daryaganj, New Delhi - 110 002 011 43630000 Email ID: delsales@wiley.com
vi	Whether listed company	No
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	NA

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Publishing of books, periodicals and other publishing activities	581	29.53%
2	Wholesale Trading of books	46496	9.75%
3	Commission on sale of books, journals etc. marketing support services	46109	20.04%
4	Specialized manpower services	7820	40.69%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	Wiley Publishing LLC 111 River Street Hoboken, NJ 07030 U.S.A	N.A.	Holding Company	99.99%	Section 2 (46)

IV **SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	0	0	0	0	0	0	0	0	0
(2) Foreign									
a) NRI- 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	28,34,000	28,34,000	100%	0	28,34,000	28,34,000	100%	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
SUB TOTAL (A) (2)	0	28,34,000	28,34,000	100%	0	28,34,000	28,34,000	100%	0
Total Shareholding of Promoter									
(A)= (A)(1)+(A)(2)	0	28,34,000	28,34,000	100%	0	28,34,000	28,34,000	100%	0
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	0	0	0	0	0	0	0	0
shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	0	0	0	0	0	0	0	0	0
Total Public Shareholding									
(B)= (B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	28,34,000	28,34,000	100%	0	28,34,000	28,34,000	100%	0

(ii) **SHARE HOLDING OF PROMOTERS**

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Wiley Publishing LLC., USA	28,33,999	99.99%	0	28,33,999	99.99%	0	0
2	John Wiley & Sons Inc., USA	1	0.01%	0	1	0.01%	0	0
	Total	28,34,000	100.00%	0	28,34,000	100.00%	0	0

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)**

No Change

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	NA	NA	NA	NA
	Date wise increase/decrease in Promoters Share holding during the year	NA	NA	NA	NA
	At the end of the year	NA	NA	NA	NA

(iv) **Shareholding Pattern of top ten Shareholders (other than Direcors, Promoters & Holders of GDRs & ADRs)**

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the year	NA	NA	NA	NA
	Date wise increase/decrease in Promoters Share holding during the year	NA	NA	NA	NA
	At the end of the year	NA	NA	NA	NA

(v) **Shareholding of Directors & KMP**

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	For Each of the Directors & KMP				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise increase/decrease in Promoters Share holding during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the				
Additions				
Reduction				
Net Change				
Indebtedness at the end of the				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Mr. Vikas Gupta: Managing Director *	Mr. Vikas Sharma: Director	Mr. Ritesh Kumar: Alternate Director **	Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	2,24,24,236	81,32,353	34,55,591	3,40,12,180
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	4,99,117	-	-	4,99,117
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	41,68,655	10,62,879	-	52,31,534
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
5	Others - please specify (Company's contribution to Provident Fund)	12,32,317	93,600	46,800	13,72,717
	Total (A)	2,83,24,325	92,88,832	35,02,391	4,11,15,548
	Ceiling as per the Act	NA	NA	NA	

*Mr. Vikas Gupta Managing Director (Ceased to be a Director w.e.f. 29.10.2021)

** Mr. Ritesh Kumar (Alternate Director to Mr. Philip Jeffrey Mac Kisray w.e.f. 01.10.2021)

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	Total (1)		
2	Other Non Executive Directors		
	(a) Fee for attending		
	(b) Commission		
	(c) Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act.		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions				
	(b) Value of perquisites u/s				
	(c) Profits in lieu of salary				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	as % of profit				
	others, specify				
5	Others, please specify				
	Total				

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Not Applicable

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)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

For And On Behalf Of The Board

Place : Noida
Date : 24th September 2022


Vikas Sharma
Director
DIN : 07849368




Ritesh Kumar
Alternate Director
DIN : 09324710

Statement of particulars of employees pursuant to provisions of Rule 5(2) and Rule 5(3) of the Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March, 2022

S.No	Name	Designation	Qualification(s)	Age (in years)	Experience (in years)	Date of commencement of Employment	Remuneration Received (Rs.)	Last Employment	
								Employer's Name	Position Held
1	Vikas Gupta	Managing Director	B.E. (Electronics), D.P.P.S., D.S.M.	53	30	08-12-1999	2,83,24,325	M/s Pustak Mahal	Partner
2	Vikas Sharma	Director	Chartered Accountant	47	19	14-09-2008	92,88,832		

NOTES:

- 1 The remuneration comprises salary, allowances, incentives, monetary value of perquisites as per Income Tax Rules and Company's contribution to Provident Fund.
- 2 The remuneration does not include provision for gratuity and provision for leave encashment.
- 3 The Remuneration has been computed as per definition given under Section 2 (78) of the Companies Act, 2013.
- 4 None of the above employee(s) is a relative of any Director of the Company.
- 5 None of the above employee(s) himself or alongwith his spouse and dependent children holds 2% or more equity shares of the Company.
- 6 The conditions of employment of the Managing Director are contractual.
- 7 None of the employees was in receipt of remuneration in excess of remuneration drawn by Managing Director of the Company.

For And On Behalf Of The Board

Place : Noida
Date : 24th September 2022


Vikas Sharma
Director
DIN : 07849368


Ritesh Kumar
Alternate Director
DIN : 09324710

