

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

U72400MH2000PLC125369

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACF4502D

(ii) (a) Name of the company

FRACTAL ANALYTICS LIMITED

(b) Registered office address

Level 7, Commerz II, International Business Park, Oberoi Garden City, Off. W. E. Highway, Goregaon (E) NA
Mumbai
Mumbai City
Maharashtra
400062



(c) * e-mail ID of the company

somya.agarwal@fractal.ai

(d) * Telephone number with STD code

912268505800

(e) Website

(iii) Date of Incorporation

28/03/2000

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public 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

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/08/2024

(b) Due date of AGM 30/09/2024

(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	J	Information and communication	J7	Data processing, hosting and related activities; web portal	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 34

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Fractal Analytics Inc		Subsidiary	100
2	Fractal Private Limited		Subsidiary	100
3	CUDDLE ARTIFICIAL INTELLIGENCE	U74999MH2016PTC283206	Subsidiary	100
4	QURE.AI TECHNOLOGIES PRIVATE	U74999MH2016PTC283891	Associate	44.93
5	FINAL MILE CONSULTANTS PRIVATE	U74140MH2008PTC177641	Subsidiary	100
6	THERE MIN AI SOLUTIONS PRIVATE	U72900MH2018PTC318795	Subsidiary	71.03
7	EUGENIE TECHNOLOGIES PRIVATE	U74999MH2020PTC347625	Subsidiary	100

8	Fractal Analytics UK Limited		Subsidiary	100
9	Fractal Analytics (Canada) Inc.		Subsidiary	100
10	Fractal Analytics (Switzerland)		Subsidiary	100
11	Fractal Analytics Germany Gml +		Subsidiary	100
12	Cuddle.ai Inc.		Subsidiary	100
13	Fractal Analytics Netherland B. +		Subsidiary	100
14	Limited Liability Company "Syr +		Subsidiary	100
15	Fractal Japan KK		Subsidiary	100
16	Final Mile Consulting LLC		Subsidiary	100
17	Fractal Analytics Australia Pty L +		Subsidiary	100
18	Fractal Analytics Malaysia SDN +		Subsidiary	100
19	Fractal Analytics (Shanghai) Lir +		Subsidiary	100
20	Fractal Analytics Sweden AB		Subsidiary	100
21	Eugenie.ai Inc.		Subsidiary	94.12
22	Theremin Multi Strategy Fund +		Subsidiary	99.9
23	Asper.AI Inc		Subsidiary	96.97
24	Asper.AI Limited		Subsidiary	100
25	SENFORTH AI RESEARCH PRI +	U72900KA2017PTC101706	Subsidiary	100
26	NEAL ANALYTICS SERVICES PR +	U72900MH2014FTC254858	Subsidiary	100
27	Senseforth, Inc.		Subsidiary	100
28	Neal Analytics, LLC		Subsidiary	100
29	FRACTAL ALPHA PRIVATE LIMI +	U72900MH2022PTC377868	Subsidiary	100
30	Fractal Frontiers, Inc.		Subsidiary	100
31	Fractal LLC-FZ		Subsidiary	100
32	ASPER.AI TECHNOLOGIES PRIV +	U72900KA2019FTC128045	Subsidiary	100

33	ANALYTICS VIDHYA EDUCON F	U80904MP2014PTC032389	Subsidiary	55.92
34	Analytics Vidhya Inc (USA)		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	349,200,000	26,317,789	26,317,789	26,317,789
Total amount of equity shares (in Rupees)	349,200,000	26,317,789	26,317,789	25,985,360

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	349,200,000	26,317,789	26,317,789	26,317,789
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	349,200,000	26,317,789	26,317,789	25,985,360

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	38,100,000	4,523,604	4,523,604	4,523,604
Total amount of preference shares (in rupees)	38,100,000	4,523,604	4,523,604	4,523,604

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Compulsorily Convertible Preference Shares				
Number of preference shares	38,100,000	4,523,604	4,523,604	4,523,604
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	38,100,000	4,523,604	4,523,604	4,523,604

(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	4,035,694	22,154,160	26189854	26,189,854	25,857,425	
Increase during the year	85,291	221,208	306499	127,935	127,935	81,457,580.4
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	0
v. ESOPs	85,291	42,644	127935	127,935	127,935	81,457,580.4
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		178,564	178564			
Conversion from Physical to Demat						
Decrease during the year	178,564	0	178564	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	178,564		178564			
Conversion from Physical to Demat						
At the end of the year	3,942,421	22,375,368	26317789	26,317,789	25,985,360	
Preference shares						
At the beginning of the year	0	4,523,604	4523604	4,523,604	4,523,604	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
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						
At the end of the year	0	4,523,604	4523604	4,523,604	4,523,604	

ISIN of the equity shares of the company

INE212S01015

(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

31/08/2023

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

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) *Debtentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0	0	0
Partly convertible debtentures	0	0	0
Fully convertible debtentures	0	0	0
Total			0

Details of debtentures

Class of debtentures	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 debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

(v) Securities (other than shares and debtentures)

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

11,447,464,250.72

(ii) Net worth of the Company

14,054,125,568

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	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	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	5,163,367	19.62	0	0
	(ii) Non-resident Indian (NRI)	2,200,767	8.36	0	0
	(iii) Foreign national (other than NRI)	195,056	0.74	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0

4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	13,412,043	50.96	4,523,604	100
10.	Others Trust	5,346,556	20.32	0	0
	Total	26,317,789	100	4,523,604	100

Total number of shareholders (other than promoters)

395

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

395

**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)	241	395
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	1	9	1	9	4.6	6.09
(i) Non-Independent	1	7	1	7	4.6	6.09
(ii) Independent	0	2	0	2	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	1	9	1	9	4.6	6.09

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(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)
GULU LALCHAND MIF 	00026664	Director	100,000	26/04/2024
PUNEET BHATIA	00143973	Director	0	
PRANAY NARENDRA 	00485739	Director	1,696,174	
GAVIN ECHLIN PATTE 	08553630	Director	61,199	
VIVEK MOHAN	08306394	Director	0	
ROHAN HALDEA	08335883	Director	0	
SRIKANTH VELAMAK 	01722758	Whole-time director	1,527,378	
KAREN ANN TERRELL 	09764751	Director	0	
NEELAM DHAWAN	00871445	Director	0	
ANURAG SUD	09591664	Director	0	
SOMYA AGARWAL	ADMPA0278K	Company Secretar	2,250	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 5

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)
SHASHANK SINGH	02826978	Director	03/08/2023	Cessation
ANURAG SUD	09591664	Additional director	09/08/2023	Appointment
ANURAG SUD	09591664	Director	31/08/2023	Change in designation
KAREN ANN TERRI	09764751	Director	31/08/2023	Change in designation
NEELAM DHAWAN	00871445	Director	31/08/2023	Change in designation

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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	31/08/2023	325	6	74.83
Extra Ordinary General Meeting	28/03/2024	385	6	67.93

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2023	10	9	90
2	19/07/2023	10	10	100
3	09/11/2023	10	10	100
4	04/03/2024	10	10	100
5	27/03/2024	10	5	50

C. COMMITTEE MEETINGS

Number of meetings held

7

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	Audit and Risk	26/04/2023	5	4	80
2	Audit and Risk	19/07/2023	5	3	60
3	Audit and Risk	09/11/2023	5	5	100
4	Audit and Risk	04/03/2024	5	5	100
5	Nomination an	04/03/2024	4	4	100
6	Nomination an	27/03/2024	4	2	50
7	Corporate Soc	09/11/2023	4	4	100

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	30/08/2024
								(Y/N/NA)
1	GULU LALCH	5	4	80	7	6	85.71	No
2	PUNEET BHA	5	4	80	7	6	85.71	No
3	PRANAY NAR	5	4	80	0	0	0	No
4	GAVIN ECHLI	5	5	100	4	4	100	No
5	VIVEK MOHA	5	5	100	0	0	0	No
6	ROHAN HALD	5	4	80	6	4	66.67	Yes
7	SRIKANTH VE	5	5	100	7	6	85.71	Yes
8	KAREN ANN T	5	5	100	0	0	0	No
9	NEELAM DHA	5	4	80	0	0	0	Yes
10	ANURAG SUD	3	2	66.67	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SRIKANTH VELAM	Whole Time Dire	58,647,925	0	0	196,478	58,844,403
	Total		58,647,925	0	0	196,478	58,844,403

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	SOMYA AGARWAL	Company Secre	10,298,712	0	0	31,038	10,329,750
	Total		10,298,712	0	0	31,038	10,329,750

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KAREN ANN TERR	Independent Dir	0	0	0	5,385,760	5,385,760
2	NEELAM DHAWAN	Independent Dir	0	0	0	7,380,000	7,380,000
	Total		0	0	0	12,765,760	12,765,760

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

Mannish L. Ghia

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3531

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.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

13

dated

17/06/2024

(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

DIN of the director

01722758

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

Attach

Attach

Attach

Attach

List of attachments

List of shareholders.pdf
Clarification letter.pdf
CTC_Beneficial Owner.pdf
Details of Transfers during the year.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