

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

U80301MH2011PTC224035

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCH7833D

(ii) (a) Name of the company

HDFC EDUCATION AND DEVEL

(b) Registered office address

RAMON HOUSE, H T PAREKH MARG,
169 BACKBAY RECLAMATION, CHURCHGATE.
MUMBAI
Maharashtra
400020

(c) *e-mail ID of the company

investorcare@hdfc.com

(d) *Telephone number with STD code

02261766000

(e) Website

(iii) Date of Incorporation

17/11/2011

(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 (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	P	Education	P4	Educational support services	100

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	HOUSING DEVELOPMENT FINA	L70100MH1977PLC019916	Holding	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	135,000,000	134,000,000	134,000,000	134,000,000
Total amount of equity shares (in Rupees)	1,350,000,000	1,340,000,000	1,340,000,000	1,340,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	135,000,000	134,000,000	134,000,000	134,000,000

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,350,000,000	1,340,000,000	1,340,000,000	1,340,000,000

(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)	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				
At the beginning of the year	37,000,000	370,000,000	370,000,000	
Increase during the year	97,000,000	970,000,000	970,000,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	97,000,000	970,000,000	970,000,000	
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	
Not Applicable				
Decrease during the year	0	0	0	0
i. Buy-back 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	
Not Applicable				
At the end of the year	134,000,000	1,340,000,000	1,340,000,000	
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	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
Not Applicable				
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	
Not Applicable				
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		17/07/2018	
Date of registration of transfer (Date Month Year)		01/10/2018	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	20	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	8		
Transferor's Name			HDFC Ltd jointly V.Srinivasa Ra
	Surname	middle name	first name
Ledger Folio of Transferee	14		
Transferee's Name	Gupta		Prosenjit
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)				01/10/2018			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		20		Amount per Share/ Debenture/Unit (in Rs.)		10	
Ledger Folio of Transferor				9			
Transferor's Name						HDFC Ltd jointly M. Ramabhad	
		Surname		middle name		first name	
Ledger Folio of Transferee				15			
Transferee's Name		Gupta		Bhanu		Dipta	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				01/10/2018			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		20		Amount per Share/ Debenture/Unit (in Rs.)		10	
Ledger Folio of Transferor				10			
Transferor's Name						HDFC Ltd jointly Sudhir Kumar	
		Surname		middle name		first name	
Ledger Folio of Transferee				16			
Transferee's Name		Jha		Kumar		Sudhir	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				01/10/2018			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		20		Amount per Share/ Debenture/Unit (in Rs.)		10	
Ledger Folio of Transferor				11			
Transferor's Name						HDFC Ltd jointly Dayanand V. S	
		Surname		middle name		first name	
Ledger Folio of Transferee				17			
Transferee's Name		DSouza		Conrad Agnelo		Joseph	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				01/10/2018			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		20		Amount per Share/ Debenture/Unit (in Rs.)		10	
Ledger Folio of Transferor				12			
Transferor's Name						HDFC jointly Anjan A. Joshi	
		Surname		middle name		first name	
Ledger Folio of Transferee				18			
Transferee's Name		Menon		Shanker		Suresh	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)		<input type="text" value="01/10/2018"/>	
Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="20"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
Ledger Folio of Transferor		<input type="text" value="13"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="HDFC jointly Ajay Agarwal"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text" value="19"/>	
Transferee's Name	<input type="text" value="Agarwal"/>	<input type="text"/>	<input type="text" value="Ajay"/>
	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	63,000,000	0	63,000,000	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**

26,512,424

(ii) Net worth of the Company

1,142,027,121

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)	133,999,880	100	0	
10.	Others	0	0	0	
	Total	133,999,880	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	120	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	0	0	0	
	Total	120	0	0	0

Total number of shareholders (other than promoters)

6

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

7

**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	7	1
Members (other than promoters)	0	6
Debenture holders	1	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	0	6	0	6	0	0
(i) Non-Independent	0	4	0	4	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	1	0	1	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	0	7	0	7	0	0

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

10

(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)
Mr. Vedanthachari Srinivasan	00030248	Director	0	
Mr. Joseph Conrad Agnani	00010576	Director	20	
Mr. Rajeev Sardana	06648276	Nominee director	0	
Mr. Suryakant Nanalal Sarda	00011169	Director	0	
Mr. Keyur Sanat Shah	00332145	Director	0	
Mr. Sudhir Kumar Jha	07130697	Director	20	
Mr. Yogesh Kapur	00070038	Director	0	
Mr. Ramesh Singh Nayak	ADGPN3432Q	CFO	0	
Ms. Simrita Kaur Ahluwalia	AFLPA9741C	CEO	0	
Mr. Lalit kumar Valchanan	ANLPJ5359D	Company Secretary	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

3

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	17/07/2018	7	7	100
Extra-Ordinary General Meeting	19/11/2018	7	6	99.99
Extra-Ordinary General Meeting	11/02/2019	7	7	100

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	19/04/2018	7	7	100
2	24/07/2018	7	7	100
3	27/10/2018	7	6	85.71
4	18/01/2019	7	7	100
5	25/02/2019	7	5	71.43

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 Committee	19/04/2018	3	3	100

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
2	Audit Committee	24/07/2018	3	3	100
3	Audit Committee	27/10/2018	3	3	100
4	Audit Committee	18/01/2019	3	3	100
5	Nomination and Remuneration	19/04/2018	4	4	100
6	Nomination and Remuneration	24/07/2018	4	4	100
7	Nomination and Remuneration	18/01/2019	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	26/07/2019
								(Y/N/NA)
1	Mr. Vedanthan	5	5	100	3	3	100	Yes
2	Mr. Joseph C	5	5	100	4	4	100	Yes
3	Mr. Rajeev Sa	5	4	80	4	4	100	No
4	Mr. Suryakant	5	5	100	7	7	100	Yes
5	Mr. Keyur San	5	5	100	7	7	100	Yes
6	Mr. Sudhir Kur	5	4	80	0	0	0	Yes
7	Mr. Yogesh Ka	5	4	80	0	0	0	No

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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1							0
	Total						

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Simrita Kaur Ahluwalia	CEO	2,057,496	0	0	680,821	2,738,317
2	Ramesh Singh Nayak	CFO	0	0	0	144,000	144,000
3	Lalit kumar Valchanan	Company Secretary	0	0	0	120,000	120,000
	Total		2,057,496	0	0	944,821	3,002,317

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Vedanthachari S	Director	0	0	0	120,000	120,000
2	Mr. Joseph Conrad	Director	0	0	0	140,000	140,000
3	Mr. Rajeev Sardana	Nominee Director	0	0	0	90,000	90,000
4	Mr. Suryakant Nana	Director	0	0	0	180,000	180,000
5	Mr. Keyur Sanat Sh	Director	0	0	0	210,000	210,000
6	Mr. Sudhir Kumar J	Director	0	0	0	80,000	80,000
7	Mr. Yogesh Kapur	Director	0	0	0	50,000	50,000
	Total		0	0	0	870,000	870,000

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

N.L. BHATIA

Whether associate or fellow

Associate Fellow

Certificate of practice number

422

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:

- 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

V S RANGAN
Digitally signed by V S RANGAN
 Date: 2019.08.22 18:28:19 +05'30'

DIN of the director

00030248

To be digitally signed by

LALIT VALCHAND JAIN
Digitally signed by LALIT VALCHAND JAIN
 Date: 2019.08.22 18:31:09 +05'30'

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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

HEADS MGT-8 18-19.pdf
List of shareholders - HEADS - 200819.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



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

Form No. MGT-8
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

For the financial year ended March 31, 2019
[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

HDFC Education and Development Services Private Limited
CIN of the Company: U80301MH2011PTC224035
Paid Up Capital: Rs. 1,340,000,000/-

We have examined the registers, records and books and papers of **HDFC Education and Development Services Private Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2019. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we 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 & Rules made there under in respect of:
1. Its status under the Act being unlisted Private Limited Company is active;
 2. Maintenance of registers / records & making entries therein is made within the time prescribed thereof;
 3. The Company has filed all forms and returns with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other authorities~~ within / ~~beyond~~ the prescribed time;
 4. The Company has called / convened / held meetings of Board of directors, its committees, ~~if any~~, and the meetings of the members of the Company within due dates as stated in the annual return in respect of which meetings, proper notices were given, and the proceedings including the circular resolutions ~~and resolutions passed~~ by ~~postal ballot, if any~~, 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. The Company has not closed its register of Members/ Security holders during the financial year 2018-19;



6. The Company has not given any advances / loans to its directors and / or persons or firms or companies referred in section 185 of the Act;
7. The Company has entered into transactions with related parties. All the transactions with related parties are in the ordinary course of business and on an arms' length basis;
8. There were transfer / ~~transmission~~ / ~~buy-back~~ / issue of securities / redemption of ~~preference shares or~~ debentures / alteration ~~or reduction~~ of share capital / ~~conversion of shares / securities~~ during the financial year 2018-19 as under.

Pursuant to the receipt of approval of the members of the Company at the Extraordinary General Meeting held on November 19, 2018, the Authorised Share Capital of the Company was increased from Rs. 90,00,00,000/- (Rupees Ninety Crores Only) comprising 9,00,00,000 equity shares of Rs. 10/- each to Rs. 135,00,00,000/- (Rupees One Hundred and Thirty Five Crores Only) comprising 13,50,00,000 equity shares of Rs. 10/- each.

The Board granted its consent to issue 1,03,60,000 equity shares at par, for cash, to the existing shareholders of the Company on a Rights basis, in the proportion of 0.28 equity share of Rs. 10/- each of the Company for every 1 equity shares of Rs. 10/- each of the Company, held as on April 19, 2018.

At its meeting held on May 18, 2018, the Allotment Committee allotted 1,00,00,000 equity shares of Rs. 10/- each on a Right Basis aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores Only) to Housing Development Finance Corporation Limited (HDFC) and certificates in respect of the allotted shares were issued accordingly;

The Board granted its consent to issue 2,02,10,000 equity shares at par, for cash, to the existing shareholders of the Company on a Rights basis, in the proportion of 0.43 equity share of Rs. 10/- each of the Company for every 1 equity shares of Rs. 10/- each of the Company, held as on July 24, 2018

At its meeting held on August 21, 2018, the Allotment Committee allotted 2,00,00,000 equity shares of Rs. 10/- each on a Right Basis aggregating to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) to HDFC and certificates in respect of the allotted shares were issued accordingly;

The Board granted its consent to issue 6,70,00,000 equity shares at par, for cash, to the existing shareholders of the Company on a Rights basis, in the proportion of 1 equity share of Rs. 10/- each of the Company for every 1 equity shares of Rs. 10/- each of the Company, held as on February 25, 2019.

At its meeting held on March 15, 2019, the Allotment Committee allotted 6,70,00,000 equity shares of Rs. 10/- each on a Right Basis aggregating to Rs. 67,00,00,000/- (Rupees Sixty Seven Crore) to HDFC and were credited to their depository account accordingly;



During the Financial year the Company had redeemed 6,30,00,000 Optionally Convertible Debentures of Rs. 10 each amounting to Rs. 63 Crores which were held by HDFC.

9. There were no instances requiring the Company to keep 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;
10. During the year under review, the Board has not recommended any dividend for the financial year 2018-19.

No amount is lying with the Company in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years and which requires to be transferred to Investor Education and Protection Fund;

11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. During the year under review, ~~change in constitution of the board, appointment / re-appointment/ retirement / filing of casual vacancies / disclosures of directors / key managerial personnel and the remuneration paid to the them is in compliance with the provisions of the Companies Act 2013. The Board is duly constituted with a proper balance of Executive, Non-Executive and Independent Directors. During the period under review, the members re-appointed Mr. Conrad D' Souza (DIN: 00010576) and Mr. Sudhir Kumar Jha (DIN: 07130697) as the Directors of the Company, who retired by rotation and being eligible, offered themselves for re-appointment .~~
13. The Company has ~~made appointment/ reappointment / filling of casual vacancies~~ ratified the appointment of M/s Deloitte Haskins & Sells LLP (Firm Registration Number 117366W/W-100018) as Statutory Auditors of the Company pursuant to the provisions of section 139 of the Act;
14. The Company was not required to obtain approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has neither accepted nor renewed deposits and therefore no repayment is required to be made;
16. The Company has not borrowed money from Directors, Members, public financial institutions, banks;
17. The Company has not given any loans and made investment or given any guarantee or provided any security to other bodies corporate or person falling under the provisions of section 186 of the Act;



18. There is no alteration of the provisions of the Articles of Association of the Company during the financial year. Clause V of the Memorandum of Association was altered pursuant to the increase in the Authorised Share Capital of the Company.

Date: August 01, 2019
Place: Mumbai

For M/s N.L. Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800



Narainlal Bhatia

N.L. Bhatia
Managing partner
FCS: 1176
CP. No. 422

LIST OF SHAREHOLDERS AS ON MARCH 31, 2019:

Sr. No.	Name	DP ID/Client Id	Number of shares held	Class of shares
1	Housing Development Finance Corporation Limited	IN300126/ 10003955	13,39,99,880	Equity
2	Prosenjit Gupta	IN301549/ 33462745	20*	Equity
3	Dipta Bhanu Gupta	IN301549/ 57650358	20*	Equity
4	Sudhir Kumar Jha	IN301151/ 24540673	20*	Equity
5	Joseph Conrad Agnelo D'Souza	IN300126/ 10527655	20*	Equity
6	Suresh Shanker Menon	IN300476/ 40827252	20*	Equity
7	Ajay Agarwal	IN301549/ 16223872	20*	Equity
	Total		13,40,00,000	

* Beneficial owner of these Shares is Housing Development Finance Corporation Limited.

FOR HDFC EDUCATION AND DEVELOPMENT SERVICES PRIVATE LIMITED

L.V. Jain

**LALIT JAIN
COMPANY SECRETARY**

PAN : ANLPJ5359D

ACS NO. : 37005

ADDRESS : 2B/ 504, HEMA PARK CHS, V.S. MARG, BHANDUP (W), MUMBAI 42

HDFC EDUCATION AND DEVELOPMENT SERVICES PRIVATE LIMITED

Ramon House, 169, Backbay Reclamation, H T Parekh Marg, Churchgate, Mumbai 400 020.

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