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]

Name of the Registrar and Transfer Agent



Annual Return

English Hindi Form language Refer the instruction kit for filing the form. I. REGISTRATION AND OTHER DETAILS (i) * Corporate Identification Number (CIN) of the company Pre-fill U74999MH2015PLC264030 Global Location Number (GLN) of the company * Permanent Account Number (PAN) of the company AADCH6113R (ii) (a) Name of the company HDFC CAPITAL ADVISORS LIMI (b) Registered office address Ramon House, H.T.Parekh Marg, 169, Backbay Reclamation, Churchgate Mumbai Mumbai City Maharashtra (c) *e-mail ID of the company investorcare@hdfc.com (d) *Telephone number with STD code 02261413951 (e) Website (iii) Date of Incorporation 05/05/2015 (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 Pre-fill (b) CIN of the Registrar and Transfer Agent U67190MH1999PTC118368

| LIN | IK INTIME INDIA | PRIVATE LIMITE |) | | | | 7 | |
|------------|--------------------------------------|---------------------------------|----------------------|------------------------------|--------------|--------------------------------------------|--------------|------------------------------|
| ∟ Re | gistered office | address of the F | Registrar and Tran | sfer Agent | s | | | |
| | 101, 1st Floor, 24 Bahadur Shastr | 17 Park, i Marg, Vikhroli (\ | West) | | | | | |
| (vii) *Fin | ancial year Fro | om date 01/04/2 | 2019 (| DD/MM/Y` | YYY) To date | 31/03/2020 | (DD/M | IM/YYYY) |
| (viii) *W | hether Annual | general meeting | (AGM) held | | Yes 🔘 | No | | |
| (a) | If yes, date of | AGM [3 | 31/07/2020 | | | | | |
| (b) | Due date of A | GM (| 30/09/2020 | | | | | |
| (c) | Whether any e | ∟ xtension for AG | M granted | | ○ Yes | No | | |
| * | Number of bus | iness activities | 1 | | | | | |
| S.No | Main Activity group code | Description of N | ∕lain Activity group | Business Activity Code | Description | of Business Activ | ity | % of turnover of the company |
| 1 | К | Financial and | insurance Service | K7 | | al Advisory, brokera onsultancy Service | | 100 |
| (INC | ELUDING JC Companies for | Which informa | tion is to be given | 1 | Pre- | fill All | | |
| S.No | Name of t | he company | CIN / FCR | N | | diary/Associate/ /enture | % of sh | nares held |
| 1 | HOUSING DEV | /ELOPMENT FINA | L70100MH1977PL | C019916 | Hol | ding | | 100 |
| V. SHA | RE CAPITA | AL, DEBENT | URES AND OT | HER SE | CURITIES O | F THE COMP | ANY | |
| , | RE CAPITA | | | | | | | |
| | Particula | rs | Authorised capital | Issue capit | | scribed apital Paid | d up capital | |

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------------------------|--------------------|-------------------|--------------------|-----------------|
| Total number of equity shares | 5,000,000 | 1,997,660 | 1,997,660 | 1,997,660 |
| Total amount of equity shares (in Rupees) | 50,000,000 | 19,976,600 | 19,976,600 | 19,976,600 |

Number of classes

| | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------------------------|--------------------|-------------------|--------------------|-----------------|
| Number of equity shares | 5,000,000 | 1,997,660 | 1,997,660 | 1,997,660 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 50,000,000 | 19,976,600 | 19,976,600 | 19,976,600 |

(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 |
|-------------------|---|
|-------------------|---|

| | 1 A + la a mi a a al | Icapital | 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 | 1,997,660 | 19,976,600 | 19,976,600 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Pubic 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 |

| 0 0 | 0 0 | 0 | 0 |
|-----------|-----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 0 | | 0 | 0 |
| | 0 |) | |
| | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 |
| | | | |
| 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 |
| | | | |
| 1,997,660 | 19,976,600 | 19,976,600 | |
| | | | |
| 0 | 0 | 0 | |
| 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 |
| | | | |
| 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 |
| | | | |
| l | | i | 1 |
| | 0 0 0 1,997,660 0 0 0 | 0 0 0 0 0 0 1,997,660 19,976,600 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 | 0 0 0 0 0 0 0 0 0 1,997,660 19,976,600 19,976,600 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 |

(ii) Details of stock split/consolidation during the year (for each class of shares)

| Class of | shares | | (i) | | | (ii) | | (iii) | |
|----------------------------------------------------|--------------------------------------------------|----------|----------|-------------------|-----------|------------|---------|-------------------|-----------|
| Before split / | Number of shares | | | | | | | | |
| Consolidation | Face value per share | | | | | | | | |
| After split / | Number of shares | | | | | | | | |
| Consolidation | Face value per share | | | | | | | | |
| (iii) Details of share of the first return at | | | | | | | | al year (or in t | he case |
| ⊠ Nil | | | J | | | , | | | |
| | rided in a CD/Digital Me | edia] | | 0 | Yes | \bigcirc | No | O Not Applica | ble |
| Separate sheet atta | Separate sheet attached for details of transfers | | | | | | | | |
| Note: In case list of trans Media may be shown. | fer exceeds 10, option | for subm | ission a | s a separa | ite sheet | t attach | ment or | submission in a C | D/Digital |
| Date of the previous | annual general mee | ting | | | | | | | |
| Date of registration of | of transfer (Date Mon | th Year) | | | | | | | |
| Type of transfe | er | 1 - E | quity, 2 | 2- Prefere | ence Sh | ares,3 | - Debe | ntures, 4 - Stock | |
| Number of Shares/ [Units Transferred | Debentures/ | | | Amount Debenti | | | .) | | |
| Ledger Folio of Tran | sferor | | | | | | | | |
| Transferor's Name | | | | | | | | | |
| | Surname | | | middle | name | | | first name | |
| Ledger Folio of Transferee | | | | | | | | | |
| Transferee's Name | | | | | | | | | |
| | Surname | | | middle | name | | | first name | |

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

| Type of Securities | Number of Securities | | 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

581,762,613

(ii) Net worth of the Company

527,249,664

0

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) | 1,997,600 | 100 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 1,997,600 | 100 | 0 | 0 |

| Total number of shareholders (promoters | Γotal numbe | of shareholders | (promoters) |
|-----------------------------------------|-------------|-----------------|-------------|
|-----------------------------------------|-------------|-----------------|-------------|

| 1 | |
|---|--|
|---|--|

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equ | ity | Preference | |
|--------|-----------------------------------------|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 60 | 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 | 60 | 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 | 1 | 1 |
| Members (other than promoters) | 6 | 6 |
| 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 | 0 | 4 | 0 | 4 | 0 | 0 |
| (i) Non-Independent | 0 | 4 | 0 | 4 | 0 | 0 |
| (ii) Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 1 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 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 | 4 | 0 | 5 | 0 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date | 5

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) |
|------------------------|----------|-------------|--------------------------------|--------------------------------------------------------------|
| Madhumita Ganguli | 00676830 | Director | 0 | |
| Mathew Joseph | 01033802 | Director | 0 | |
| Sunil Vasant Shaligram | 01583151 | Director | 0 | |
| Srinivasarao Nagabhusl | 02533658 | Director | 0 | |
| Ajay Agarwal | 08626284 | Director | 1 | |

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

3

| Name | | beginning / during | Ichange in decignation/ | Nature of change (Appointment/ Change in designation/ Cessation) |
|---------------|----------|---------------------|-------------------------|---------------------------------------------------------------------|
| Mathew Joseph | 01033802 | Director | 17/10/2019 | Cessation |
| Mathew Joseph | 01033802 | Additional director | 31/10/2019 | Appointment |
| Ajay Agarwal | 08626284 | Additional director | 24/01/2020 | Appointment |

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 | 1 | | | |
|-------------------------|-----------------|-------------------------------------|----------------------------|----------------------------|
| Type of meeting | Date of meeting | Total Number of Members entitled to | Attend | ance |
| | | | Number of members attended | % of total shareholding |
| Annual General Meeting | 26/07/2019 | 7 | 7 | 100 |

B. BOARD MEETINGS

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | | | | |
|--------|-----------------|----------------------------------------------------------------|------------------------------|-----------------|--|--|
| | | | Number of directors attended | % of attendance | | |
| 1 | 02/05/2019 | 4 | 4 | 100 | | |
| 2 | 29/07/2019 | 4 | 4 | 100 | | |
| 3 | 31/10/2019 | 4 | 3 | 75 | | |
| 4 | 23/01/2020 | 5 | 5 | 100 | | |

C. COMMITTEE MEETINGS

| Number of meetings held | 3 |
|-------------------------|---|
| | ľ |

| S. No. | | | Total Number of Members as | Attendance | | |
|--------|---------------|-----------------|----------------------------|----------------------------|-----------------|--|
| | | Date of meeting | on the date of the meeting | Number of members attended | % of attendance | |
| 1 | Corporate Soc | 02/05/2019 | 3 | 3 | 100 | |
| 2 | Corporate Soc | 29/07/2019 | 3 | 3 | 100 | |
| 3 | Corporate Soc | 23/01/2020 | 3 | 3 | 100 | |

D. *ATTENDANCE OF DIRECTORS

| | | Board Meetings | | | | | Whether attended AGM | | | |
|-----------|---------------------------------|---------------------------------------------|--------------------|----------------|-----------------|-----------------------------------------|--------------------------------------------|-------------------------------|-----------------|-----------------|
| S. No. | Name of the director | Number of Meetings which director was | Number Meetings | of S | % of attendance | | Number of Meetings whic director was | h Number of Meetings | % of attendance | held on |
| | | entitled to attend | attended | | atteridance | 7 | entitled to attend | attended | alleridance | 31/07/2020 |
| | | attoria | | | | | diidiid | | | (Y/N/NA) |
| 1 | Madhumita Ga | 4 | 4 | | 100 | | 3 | 3 | 100 | Yes |
| 2 | Mathew Josep | 4 | 4 | | 100 | | 3 | 3 | 100 | Yes |
| 3 | Sunil Vasant S | 4 | 3 | | 75 | | 3 | 3 | 100 | Yes |
| 4 | Srinivasarao N | 4 | 4 | | 100 | | 0 | 0 | 0 | Yes |
| 5 | Ajay Agarwal | 1 | 1 | | 100 | | 0 | 0 | 0 | Yes |
| | MUNERATION Nil of Managing Dire | | | | | | | details to be ente | ered 0 | |
| S. No. | Name Design | | nation | Gross Salary C | | ommission Stock Option/ Sweat equity | | Others | Total Amount | |
| 1 | | | | | | | | | | 0 |
| | Total | | | | | | | | | |
| Number o | of CEO, CFO and | d Company secre | etary who | se rem | uneration de | etails | to be entered | | 0 | |
| S. No. | . Name Desig | | nation | Gross Salary (| | C | Stock Option/ Sweat equity | | Others | Total Amount |
| 1 | | | | | | | | | | 0 |
| | Total | | | | | | | | | |
| Number o | of other directors | whose remunera | ation deta | ils to b | e entered | | l | | 5 | |
| S. No. | Name | Desigi | nation | Gros | ss Salary | C | ommission | Stock Option/ Sweat equity | Others | Total Amount |
| 1 | Sunil Vasant 9 | Shalig Dire | ctor | | 0 | | 0 | 0 | 60,000 | 60,000 |
| 2 | Mathew Jos | eph Dire | ctor | | 0 | | 0 | 0 | 80,000 | 80,000 |
| 3 | Madhumita G | anguli Dire | ctor | | 0 | | 0 | 0 | 80,000 | 80,000 |
| 4 | Srinivasarao N | Nagab Dire | ctor | | 0 | | 0 | 0 | 80,000 | 80,000 |
| 5 | Ajay Agarv | val Dire | ctor | | 0 | | 0 | 0 | 20,000 | 20,000 |

| S. No. | Nan | ne | Designation | Gross Sa | lary | Commission | | Option/ at equity | Others | Total Amount |
|-----------------------------|---------------------------------|-------------------------------------|----------------------------|--------------------------------------|-----------|--------------------------------------------|----------------------|----------------------|-------------------------------------|-----------------|
| | Total | | | 0 | | 0 | | 0 | 320,000 | 320,000 |
| Α. Whe | ether the con visions of the | | de complia .ct, 2013 du | OF COMPLIAN nces and disclos | | | | Yes | ○ No | |
| | | UNISHMENT ALTIES / PUN | | THEREOF MPOSED ON C | COMPAN | Y/DIRECTOR | S /OFFICE | :RS ⊠ N | Nil | |
| ame of ompany fficers | | Name of the oconcerned Authority | | e of Order | section u | the Act and inder which d / punished | Details of punishmen | | Details of appeal including present | |
| B) DETA | AILS OF CO | MPOUNDING | OF OFFEN | NCES ⊠ Ni | il | | | | | |
| ame of ompany fficers | | Name of the concerned Authority | | te of Order | section | of the Act and under which committed | Particula offence | rs of | Amount of comp Rupees) | pounding (in |
| III. Wh | ether comp | lete list of sha | areholders | , debenture ho | lders has | s been enclos | sed as an | attachmer | nt | |
| | Yes | s No | | | | | | | | |
| IV. CO | MPLIANCE | OF SUB-SEC | TION (2) O | F SECTION 92, | IN CASE | OF LISTED | COMPAN | IES | | |
| | | | | ing paid up shar me practice cert | | | | | nover of Fifty Cror | e rupees or |
| Name | • | | N.L.Bhatia | a | | | | | | |
| Wheth | ner associate | e or fellow | | Associate | e F | ellow | | | | |

Certificate of practice number

422

I/We certify that: (a) The return stat (b) Unless otherwi

(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.

| Doc | laration | |
|-----|----------|--|
| Dec | iaration | |

| (DD/MM | /YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder |
|-----------|-----------------------------------------------------------------------------------------------------------------------------|
| in respec | ct of the subject matter of this form and matters incidental thereto have been compiled 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 |

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.

22

dated

05/05/2015

2. All the required attachments have been completely and legibly attached to this form.

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

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 | | AJAY Copies sports and ASSESSION Copies sports and ASSESSION | | | | | |
|------------------------------------------------------------|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-------------|---------------------------------|------------------|----|
| DIN of the director | | 08626284 | | | | | |
| To be digitally sign | ed by | Bhaskar Bharat Upadhyay Upadhyay Upadhyay 15:08.02 +05'30' | | | | | |
| Company Secret | ary | | | | | | |
| Company secreta | ary in practice | | | | | | |
| Membership number 8663 Certificate of practice number 9625 | | | | | | | |
| Attachmer | nts | | | | Lis | t of attachments | ; |
| 1. List of sl | hare holders, d | ebenture holders | | Attach | Shareholders-M | 1GT_7.pdf | |
| 2. Approva | Il letter for exter | nsion of AGM; | | Attach | HCAL MGT-8.p Attachment to F | orm MGT-7.pdf | |
| 3. Copy of | MGT-8; | | | Attach | | | |
| 4. Optional | I Attachement(s | s), if any | | Attach | | | |
| | | | | | Re | emove attachme | nt |
| | Modify | Check | k 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



Tel. : 91-022-2510 0718 Tel. : 91-022-2510 0698

E-mail: navnitlb@hotmail.com brupadhyay@hotmail.

Website: www.nlba.in

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

For the financial year ended March 31, 2020 [Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

HDFC Capital Advisors Limited

CIN of the Company: U74999MH2015PLC264030

Paid Up Capital: Rs. 1,99,76,600/-

We have examined the registers, records and books and papers of **HDFC Capital Advisors Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial yearended March 31, 2020. 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 Public Company is active;
 - The Company has maintained registers/records & has made entries therein within the time prescribed;
 - 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 the prescribed time;
 - 4. The Company has called/convened/held meetings of Board of directors,its committee and the members of the Companywithin thedue dates as stated in the annual return in respect of which meetings, proper notices weregiven and the proceedingsincluding the circular resolution and resolution passed by postal ballot, if any, have been properly recorded in the Minutes Book/registers maintained for the purpose and same has been signed. The Company was not required to pass any resolution by Postal Ballot.



Page 1 of 3

- 5. The Company has not closed its register of members/security holders during the financial year 2019-20.
- 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 arm's length basis.
- 8. There were no issue/ transfer/transmission/ buy backof securities/ redemption of debentures/ alteration or reduction of share capital/ conversion of shares/ securities/transfer/transmission during the financial year2019-20.
- 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 final Dividend for the financial year 2018-19 and interim dividend for the financial year 2019-20.
- 11. 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.
- 12. 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;
- 13. During the financial year under review, change in constitution of the board, appointment / reappointment / retirement / filing of casual vacancies / disclosures of directors/ key managerial personnel and the remuneration paid to them is in compliance with the provisions of the Companies Act, 2013.

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

During the period under review,

- a) Mr.Mathew Joseph ceased to be the director of the Company w.e.f. 17th October, 2019 and was re-appointed as Additional Director with effect from 31st October, 2019.
- b) Mr. Ajay Agarwal appointed as Additional Director of the Company w.e.f. 24th January, 2020.



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- 14. The Company has made not made any appointment/ reappointment / filling of casual vacancies of auditor. Messrs Deloitte Haskins & Sells LLP, Chartered Accountants having Firm Registration Number 117366W/W-100018 holds office for a period of 5 years, until the conclusion of the AGM to be held in year 2021-22.
- The Company was not required to obtainapprovals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 16. The Company has neither accepted nor renewed deposits and therefore no repayment is required to be made;
- 17. The Company has not borrowed money from Directors, Members, public financial Institutions and banks.
- 18. 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.
- 19. There was no alteration of the provisions of the Memorandum of the Company during the financial year.

Place: Mumbai

Date: 07th September, 2020



For M/s N L Bhatia & Associates Practising Company Secretaries UIN: P1996MH055800 UDIN: F001176B000674695

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N.L. Bhatia Managing Partner FCS: 1176

CP No.: 422



HDFC Capital Advisors Limited

Attachment to Form MGT-7

VI. (b) SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equ | uity | Preference | |
|-----------|-----------------------------------------|------------------|------------|------------------|------------|
| 110. | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 60* | 0.00 | 0 | (|
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | C |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | C |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | C |
| | (ii) State Government | 0 | 0 | 0 | C |
| | (iii) Government companies | 0 | 0 | 0 | C |
| 3. | Insurance companies | 0 | 0 | 0 | C |
| 4. | Banks | 0 | 0 | 0 | C |
| 5. | Financial institutions | 0 | 0 | 0 | C |
| 6. | Foreign institutional investors | 0 | 0 | 0 | C |
| 7. | Mutual funds | 0 | · 0 | 0 | C |
| 8. | Venture capital | 0 | 0 | 0 | C |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | 0 |
| 10. | Others | 0 | 0 | 0 | 0 |
| | Total | 60* | 0.00 | 0 | 0 |

^{*} Beneficial owner of these Shares is Housing Development Finance Corporation Limited (promoter entity).

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 | Executiv e | Non- executive | Executiv e | Non- executive |
| A. Promoter | 0 | 0 | 0 | 0 | 0 | 0 |
| B. Non-Promoter | 0 | 4 | 0 | 4 | 0 | 0 |
| (i) Non-Independent | 0 | 4 | 0 | 4' | 0 | 0 |
| (ii) Independent | 0 | 0 | 0 | 0 | 0 | 0 |

HDFC CAPITAL ADVISORS LIMITED



| C. Nominee Directors representing | 0 | 0 | 0 | 1 | 0 | 0.00* |
|-----------------------------------|---|---|---|---|---|-------|
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | . 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 1 | 0 | 0.00* |
| (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 | 4 | 0 | 5 | 0 | 0.00* |

^{* 10} shares are held by a nominee director, the beneficial owner of which is Housing Development Finance Corporation Limited.

VIII (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) |
|----------------------------------------------|----------|---------------------|--------------------------------|--------------------------------------------------------------------|
| Madhumita Ganguli | 00676830 | Director | , 0 | - |
| Mathew Joseph | 01033802 | Director | 0 | - |
| Sunil Vasant Shaligram | 01583151 | Director | 0 | - |
| Srinivasarao Nagabhushana Rao Nagendra | 02533658 | Director | 0 | - |
| Ajay Agarwal | 08626284 | Nominee director | 10* | = |

^{*} Beneficial owner of the shares is Housing Development Finance Corporation Limited.

For HDFC Capital Advisors Limited

Ajay Agarwal

Director