

**DRAFT ANNUAL RETURN**

**Form No. MGT-7**

**[Pursuant to sub-section (1) of section 92 of Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS**

i. Corporate Identification Number (CIN) of the Company: U66020MH2011PLC218824

Global Location Number (GLN) of the Company: N.A

Permanent Account Number (PAN) of the Company: AACCH7275F

ii. (a) Name of Company: HDFC Pension Management Company Limited

(b) Registered Office address : 14th Floor, Lodha Excelus, Apollo Mills Compound, N .M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400011.

(c) E-mail ID of the Company: compliance@hdfcpension.com

(d) Telephone number with STD code: 022 67516666

(e) Website: www.hdfcpension.com

iii. Date of Incorporation: 20/06/2011

iv.

<b>Type of the Company</b>	<b>Category of the Company</b>	<b>Sub-category of the Company</b>
Public Company	Company Limited by Shares	Indian Non- Government Company

v. Whether the Company is having share capital: Yes

vi. Whether shares listed on recognized Stock Exchange: No

(a) Details of stock exchanges where shares are listed : N.A

(b) CIN of the Registrar and Transfer Agent: U74140MH1982PLC028446

Name of the Registrar and Transfer Agent: Datamatics Business Solutions Limited

Registered office of the Registrar and Transfer Agent: Plot No. B - 5, Part B Cross Lane , MIDC, Marol, Andheri East, Mumbai, Maharashtra- 400093, India.

vii. Financial Year From date: 01/04/2022 To date: 31/03/2023

viii. Whether Annual General Meeting held: Yes

- (a) If yes, date of AGM: 24/06/2023  
 (b) Due date of AGM : 30/09/2023  
 (c) Whether any extension for AGM granted : No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities: 2

Sr. No.	Main Activity Group Code	Description of Main activity Group	Business Activity Code	Description of Business Activity	% of turnover of the Company
1	K	Financial and Insurance Service	K4	Pension Fund activities	82%
2	K	Financial and Insurance Service	K8	Other financial activities	18%

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

Number of Companies for which information is to be given: 1

Sr. No.	Name of the Company	CIN/FCRN	Holding subsidiary/ Associate/ Joint Venture	% of shares held
1	HDFC Life Insurance Company Limited	L65110MH2000PLC128245	Holding	100

## IV. SHARE CAPITAL, DEBENTURE AND OTHER SECURITIES OF THE COMPANY

### i. SHARE CAPITAL

#### (a) Equity Share Capital

Particulars	Authorized Capital	Issued Capital	Subscribed capital	Paid-up Capital
Total number of equity shares	60,000,000	54,000,000	54,000,000	54,000,000
Total amount of Equity Shares (in Rupees)	600,000,000	540,000,000	540,000,000	540,000,000

Number of classes: 1

Class of Shares Equity Shares	Authorized Capital	Issued capital	Subscribed capital	Paid-up Capital
Number of equity shares	60,000,000	54,000,000	54,000,000	54,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of Equity Shares (in rupees)	600,000,000	540,000,000	540,000,000	540,000,000

**(b) Preference Share Capital**

Particulars	Authorized Capital	Issued capital	Subscribed capital	Paid-up capital
Total number of equity shares	0	0	0	0
Total amount of Equity Shares (in Rupees)	0	0	0	0

Number of classes: 0

Class of Shares Equity Shares	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Number of equity shares	0	0	0	0
Nominal value per share (in Rupees)	0	0	0	0
Total amount of Equity Shares (in Rupees)	0	0	0	0

**(c) Unclassified Share Capital**

Particulars	Authorized 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
<b>Equity Shares</b>				
<b>At the beginning of the year</b>	54,000,000	540,000,000	540,000,000	0
<b>Increase during the year</b>				
i. Public issue	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential Allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat Equity shares allotted	0	0	0	0
vii. Conversion of preference shares	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	0
<b>Decrease during the year</b>				
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	0
<b>At the end of the year</b>	<b>54,000,000</b>	<b>540,000,000</b>	<b>540,000,000</b>	<b>0</b>
<b>Preference Shares</b>				
<b>At the beginning of the year</b>	0	0	0	0
<b>Increase during the year</b>				
i. Issue of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	0
<b>Decrease during the year</b>				

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	0
<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**ISIN of the equity shares of the company:** INE255001013

- ii. **Details of stock split/ consolidation during the year (for each class of shares):** Nil
- iii. **Details of Shares /Debenture Transfer since closure date of last financial year (or in case of first return at any time since the incorporation of the Company) :** 1

The details are available with the Company and can be obtained by members upon request.

OR

Date of registration of transfer	23/11/2022
Type of transfer	Equity Shares
Number of Shares	One
Amount per share	Ten
Ledger Folio of Transferor	8
Transferor's Name	Mr Srinivasan Parthasarathy
Ledger Folio of Transferee	16
Transferee's Name	Ms Eshwari Murugan

- iv. **Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per	Total value
Non-convertible debentures	NIL	NIL	NIL
Partly convertible debentures	NIL	NIL	NIL
Fully convertible debentures	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**Details of Debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

- v. **Securities (other than shares and debentures):** 0

**V. Turnover and Net Worth of the Company (as defined in the Companies Act, 2013)**

- i. Turnover (In Rupees): 29,58,16,389/-
- ii. Net worth of the Company (In Rupees): 60,42,35,932/-

**VI. (a) SHAREHOLDING PATTERN- Promoters**

Sr. No.	Category	Equity		Preference	
		Number of shares	%	Number of shares	%
1	Individual/Hindu Undivided Family	0	0	0	0
	(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	0	0	0	0
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government Companies	0	0	0	0
3	Insurance Companies	53,999,994	100	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, specify As Nominee Shareholders of HDFC Life Insurance Company Limited	6	0	0	0
	<b>Total</b>	<b>54,000,000</b>	<b>100</b>	<b>0</b>	<b>0</b>

**Total number of shareholders (promoters): 7**

**(b) SHAREHOLDING PATTERN- Public/ Other than promoters**

Sr. No.	Category	Equity		Preference	
		Number of shares	%	Number of shares	%
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)				
10	Others, specify (others)	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Total number of shareholders (other than promoters): 0

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	7
Members (other than promoters)	0	0
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANGERIAL 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
<b>A. Promoter</b>	0	2	0	2	0	0
<b>B. Non- Promoter</b>	0	3	0	3	0	0
(i) Non- Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	0	5	0	5	0	0

Number of Directors and Key Managerial Personnel (who is not director) as on financial year end date: 8

**(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 Prasad Chandran	00200379	Director	0	-
Mr Rajan Mathai	07572976	Director	0	-
Mr Sumit Bose	03340616	Director	0	-
Ms Vibha Padalkar	01682810	Director	0	-
Mr Niraj Shah	09516010	Director	0	-
Mr Sriram Iyer	AACPI7478Q	CEO	0	-

Mr Fagun Kantilal Pancholi	ABWPP0073B	CFO	0	-
Mr Nagesh V Pai	AMOPP4556C	Company Secretary	0	-

**(ii) Particulars of change in director(s) and Key Managerial Personnel during the year: 7**

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)
Sumit Shukla	AAXPS2717H	CEO	31/03/2022	Cessation (close of the day)
Sriram Iyer	AACPI7478Q	CEO	01/04/2022	Appointment
Niraj Shah	09516010	Director	10/06/2022	Change in designation
Prasad Chandran	00200379	Director	21/08/2022	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 the Meeting	Attendance	
			Number of members attended	% of Total shareholding
Annual General Meeting	10/06/2022	7	6	100
Extra Ordinary General Meeting	19/07/2022	7	6	100

**B. BOARD MEETINGS Number of Meetings Held: 4**

Sr. No.	Date of Meeting	Total Number of Directors associated as on the date of meeting	Attendance	
			Number of Directors attended	% of attendance
1	22/04/2022	5	5	100
2	13/07/2022	5	5	100
3	18/10/2022	5	5	100
4	19/01/2023	5	5	100

**C. COMMITTEE MEETINGS Number of meetings held: 5**

Sr. 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	22/04/2022	4	4	100

Sr. 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	13/07/2022	4	4	100
3	Audit	18/10/2022	4	4	100
4	Audit	19/01/2023	4	4	100
5	Nomination & Remuneration	22/04/2022	3	3	100

#### D. ATTENDANCE OF DIRECTORS

Sr. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM
		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	24/06/2023
								(Y/N/NA)
1	Prasad Chandran	4	4	100	5	5	100	-
2	Ranjan Mathai	4	4	100	5	5	100	-
3	Sumit Bose	4	4	100	4	4	100	-
4	Vibha Padalkar	4	4	100	5	5	100	Yes
5	Niraj Shah	4	4	100	0	0	0	Yes

#### X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: NIL

Number of CEO, CFO and Company Secretary whose remuneration details to be entered: 3

(Amount in Rs.)

Sr. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat	Others	Total Amount
1	Sriram Iyer	Chief Executive Officer	14,814,047	-	-	-	<b>14,814,047</b>
2	Fagun Kantilal Pancholi	Chief Financial Officer	11,188,398	-	-	-	<b>11,188,398</b>



3	Nagesh V Pai	Company Secretary	6,904,134	-	-	-	<b>6,904,134</b>
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Number of other directors whose remuneration details to be entered: 3

Sr. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others (Sitting fees for Board and Committee meetings)	Total Amount
1	Prasad Chandran	Director	-	-	-	7,00,000	7,00,000
2	Sumit Bose	Director	-	-	-	6,50,000	6,50,000
3	Ranjan Mathai	Director	-	-	-	7,00,000	7,00,000
<b>Total</b>			-	-	-	<b>20,50,000</b>	<b>20,50,000</b>

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- A. Whether the Company has made compliances and disclosure in respect of applicable provisions of the Companies Act, 2013 during the year: Yes
- B. If No, give reasons/observations- NA

#### XII. PENALTY AND PUNISHMENT- DETAILS THEREOF

- (A) DETAILS OF PENALTIES/PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS : Nil
- (B) DETAILS OF COMPOUNDING OF OFFENCES : Nil

#### XIII. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED AS AN ATTACHEMENT:

The details are available with the Company and can be obtained by members upon request.

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, INCASE OF LISTED COMPANIES

In case of a listed company or 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: Form MGT-8 will be obtained from the Secretarial Auditor for FY 2022-23.

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in his Return, the Company has complied with all the provisions of the Act during the financial year.

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