

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

L22200MH1984PLC034055

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACN1243K

(ii) (a) Name of the company

NAVNEET EDUCATION LIMITEE

(b) Registered office address

NEAR SHARDASHARAN SOCIETYBHAVANI SHANKER ROAD
DADAR
MUMBAI
Maharashtra
400028

(c) *e-mail ID of the company

secretarial@navneet.com

(d) *Telephone number with STD code

912266626565

(e) Website

www.navneet.com

(iii) Date of Incorporation

18/09/1984

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange Ltd.	1
2	National Stock Exchange of India Ltd.	1,024

(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, Vikhroli (West)

(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	C	Manufacturing	C4	Printing, reproduction of recorded media	55.48
2	P	Education	P4	Educational support services	44.25
3	P	Education	P1	Primary & Secondary Education services	0.17
4	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	0.09
5	G	Trade	G1	Wholesale Trading	0.01

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

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

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	eSense Learning Pvt.Ltd.	U72200MH2008PTC181531	Subsidiary	100
2	Indiannica Learning Pvt.Ltd.	U22100DL1998PTC094399	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	248,297,500	233,558,000	233,558,000	233,558,000
Total amount of equity shares (in Rupees)	496,595,000	467,116,000	467,116,000	467,116,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	248,297,500	233,558,000	233,558,000	233,558,000
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	496,595,000	467,116,000	467,116,000	467,116,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	340,500	0	0	0
Total amount of preference shares (in rupees)	3,405,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	340,500	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	3,405,000	0	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	233,558,000	467,116,000	467,116,000	
Increase during the year	0	0	0	0
i. Public 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
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	
N.A.				
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	
N.A.				
At the end of the year	233,558,000	467,116,000	467,116,000	
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	
N.A.				
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	
N.A.				
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	<input type="text" value="03/08/2017"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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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			1,279,723,655
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			840,000,000
Deposit			0
Total			2,119,723,655

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)

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

11,322,395,111

(ii) Net worth of the Company

8,084,131,295

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	51,736,027	22.15	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 Trust	92,565,009	39.63	0	
	Total	144,301,036	61.78	0	0

Total number of shareholders (promoters)

78

(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	28,374,859	12.15	0	
	(ii) Non-resident Indian (NRI)	1,164,463	0.5	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	12,846	0.01	0	
5.	Financial institutions	40,900	0.02	0	
6.	Foreign institutional investors	14,001,492	5.99	0	
7.	Mutual funds	38,507,540	16.49	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,498,398	1.93	0	
10.	Others others	2,656,466	1.14	0	
	Total	89,256,964	38.23	0	0

Total number of shareholders (other than promoters)

24,369

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

24,447

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

47

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Active Emerging Mark	Citi bank NA Custody Services FIFC			345,151	0.14
Alaska Permanent Fur	Deutsche Bank AG, DB House, For			9,107	0
CC&l Q Emerging	HSBC Sec Serv Ltd,Nesco Complex			24	0
Church Commissioner	JPMorganChaseBankNA,Paradigm			76,141	0.33
Citi of Los Angeles Fire	Citibank NA Custody service11th F			14,688	0.01
Clooege Retirement E	Deutsche Bank AG, DB House, Fo			34,096	0.01
DB International (Asia)	Deutsche Bank AG, DB House, Fo			1,988	0
Dimensional Fund PLC	Deutsche Bank AG, DB House, Fo			8,173	0
EBDV ACWI EX US Sma	Deutsche Bank AG, DB House, Fo			1,889	0
Emerging India Focus	Std Chtd Bank,CRESCENZO Securit			79,173	0.03
Emerging Markets Cor	Citibank NA Custody Service11th F			23,636	0.01
Emerging Markets Cor	Citibank NA Custody Service11th F			683,315	0.29
Emerging Markets Sm	HSBC Sec Serv Ltd,Nesco Complex			33,260	0.01
Emerging Mkt small C	JPMorganChaseBankNA,Paradigm			156,383	0.07
EmergingMktSmallCa	JPMorganChaseBankNA,Paradigm			28,164	0.01
EmergingMktsSocialC	JPMorganChaseBankNA,Paradigm			38,407	0.02
Esvee Capital	C/o. Kotak Mahindra Bank,Kotak Ir			575,010	0.25
Fidelity Northstar Fun	Deutsche Bank AG, DB House, Fo			800,000	0.34
Gateway India LP	1000,Dunrobin Drive Franklin, Ten			3,333	0
Ishares India SC Mauri	HSBC Sec Serv Ltd,Nesco Complex			165,121	0.07
Ishares MSCI EM Small	HSBC Sec Serv Ltd,Nesco Complex			22,348	0.01
Japan Trustee Service	HSBC Sec Serv Ltd,Nesco Complex			13,779	0.01
JF India Equity Active	HSBC Sec Serv Ltd,Nesco Complex			288,499	0.12
John Hancock Fund II	Citibank NA Custody Service11th F			57,660	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
J P Morgan India Smal	HSBC Sec Serv Ltd,Nesco Complex			1,285,636	0.55

**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	87	78
Members (other than promoters)	24,657	24,369
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	5	0	5	0	0	0
B. Non-Promoter	1	6	1	6	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	4	0	4	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	6	6	6	6	0	0

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

14

(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)
Kamlesh S. Vikamsey	00059620	Director	0	
Gnanesh D. Gala	00093008	Managing Director	3,249,491	
Raju H. Gala	02096613	Managing Director	1,136,796	
Bipin A. Gala	00846625	Whole-time director	1,797,735	
Anil D. Gala	00092952	Whole-time director	2,282,336	
Shailendra J. Gala	00093040	Whole-time director	3,375,333	
Atul J. Shethia	00094108	Whole-time director	0	
Nilesh S. Vikamsey	00031213	Director	0	
Tushar K. jani	00192621	Director	0	
Mohinder Pal Bansal	01626343	Director	0	
Dr. Vijay B. Joshi	06705634	Director	1,050	
Usha Laxman	02765647	Director	0	
Amit D. Buch	AABPB2214L	Company Secretar	0	
Deepak L. Kaku	AGEPK8497K	CFO	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

1

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	03/08/2017	24,744	66	0.19

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2017	12	10	83.33
2	09/08/2017	12	8	66.67
3	08/11/2017	12	9	75
4	07/02/2018	12	10	83.33

C. COMMITTEE MEETINGS

Number of meetings held

8

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	26/05/2017	5	4	80
2	Stack Holders	26/05/2017	4	3	75
3	Audit Committee	09/08/2017	5	3	60
4	Stack Holders	09/08/2017	4	4	100
5	Audit Committee	08/11/2017	5	3	60
6	Stack Holders	08/11/2017	4	3	75
7	Audit Committee	07/02/2018	5	3	60
8	Stack Holders	07/02/2018	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	24/07/2018
								(Y/N/NA)
1	Kamlesh S. Vi	4	3	75	0	0	0	Yes
2	Gnanesh D. G	4	4	100	4	4	100	Yes

3	Raju H. Gala	4	3	75	0	0	0	No
4	Bipin A. Gala	4	3	75	0	0	0	Yes
5	Anil D. Gala	4	3	75	0	0	0	Yes
6	Shailendra J. Gala	4	4	100	0	0	0	Yes
7	Atul J. Shethia	4	4	100	0	0	0	Yes
8	Nilesh S. Vika	4	1	25	4	1	25	No
9	Tushar K. jani	4	4	100	8	8	100	Yes
10	Mohinder Pal	4	4	100	8	8	100	Yes
11	Dr. Vijay B. Jo	4	2	50	8	4	50	Yes
12	Usha Laxman	4	2	50	4	2	50	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

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Gnanesh D. Gala	Managing Director	13,228,600	0	0	0	13,228,600
2	Raju H. Gala	Joint Managing Director	13,228,600	0	0	0	13,228,600
3	Bipin A. Gala	Whole time Director	13,228,600	0	0	0	13,228,600
4	Anil D. Gala	Whole time Director	13,228,600	0	0	0	13,228,600
5	Shailendra J. Gala	Whole time Director	12,485,853	0	0	0	12,485,853
6	Atul J. Shethia	Whole time Director	5,696,187	0	0	0	5,696,187
	Total		71,096,440	0	0	0	71,096,440

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Deeak L Kaku	CFO	4,792,304	0	0	0	4,792,304
2	Amit D. Buch	Company Secretary	3,298,536	0	0	0	3,298,536
	Total		8,090,840	0	0	0	8,090,840

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kamlesh S. Vikams	Chairman	0	0	0	60,000	60,000
2	Nilesh S. Vikamsey	Director	0	0	0	30,000	30,000
3	Tushar K Jani	Drector	0	0	0	180,000	180,000
4	Mohinder Pal Bansal	Director	0	0	0	170,000	170,000
5	Usha Laxman	Director	0	0	0	90,000	90,000
6	Dr. Vijay B. Joshi	Director	0	0	0	110,000	110,000
	Total		0	0	0	640,000	640,000

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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

Sunil M. Dedhia

Whether associate or fellow

Associate Fellow

Certificate of practice number

2031

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. ... 29(viii) dated 08/08/2016

(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:

1. 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.
2. 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

00093008

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

15239

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

MGT 8 2017-18 .pdf clarification.pdf Details of remainig FIIs holding shares of t

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