

ANNEXURE – 4

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2018
[Pursuant to Section 92(1) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. Registration and Other Details:

CIN	: U65923MH2012PLC237365
Registration Date	: October 31, 2012
Name of the Company	: India Infradebt Limited
Category/Sub-category of the Company	: Company limited by shares/ Indian Non-Government Company
Address of the Registered Office and contact details	: ICICI Bank Towers, Bandra-Kurla Complex, Mumbai – 400 051 (T): +91 22 26536963 (F): +91 22 26531122 Email: info@infradebt.in
Whether listed company	: Yes (Debentures are listed)
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	: <u>For Equity:</u> 3i Infotech Limited Tower #5, 3rd Floor, International Infotech Park, Vashi Railway Station Complex, Vashi, Navi Mumbai - 400 703 (T): +91 22 71238105 (F): +91 22 71238099 <u>For Debentures:</u> Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 078 (T): +91 22 49186000 (F): +91 22 49186060

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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(ii) Individual - shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
(c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	3,00,00,000	-	3,00,00,000	10.00	5,77,77,778	-	5,77,77,778	10.00	0
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	21,29,99,998	8,70,00,002	30,00,00,000	100.00	49,07,77,775	8,70,00,002	57,77,77,777	100.00	0

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the company	Total % of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	ICICI Bank Ltd.	8,99,99,999	30.00	-	21,70,49,179	37.56	-	7.56
2.	Bank of Baroda	8,99,99,999	30.00	-	21,29,50,818	36.86	-	6.86
3.	Citicorp Finance (India) Ltd.	8,70,00,000	29.00	-	8,70,00,000	15.06	-	(13.94)
4.	ICICI Home Finance Company Ltd.	30,00,000	1.00	-	30,00,000	0.52	-	(0.48)
5.	Jagat Reshamwala (Nominee of ICICI Bank Ltd.)	1	0.00	-	1	0.00	-	-
6.	Rajneesh Sharma (Nominee of Bank of Baroda)	1	0.00	-	1	0.00	-	-
	Total	27,00,00,000	90.00	-	51,99,99,999	90.00	-	-

Note: Jagat Reshamwala and Rajneesh Sharma are holding shares on behalf of ICICI Bank Limited and Bank of Baroda respectively, and have transferred the beneficial interest in such shares in favour of the respective institutions.

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(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	ICICI Bank Ltd.				
	At the beginning of the year	8,99,99,999	30.00	-	-
	Equity shares allotted on April 4, 2017	12,70,49,180	-	21,70,49,179	37.56
	At the End of the year	21,70,49,179	37.56	21,70,49,179	37.56
2.	Bank of Baroda				
	At the beginning of the year	8,99,99,999	30.00	-	-
	Equity shares allotted on April 4, 2017	12,29,50,819	-	21,29,50,818	36.86
	At the End of the year	21,29,50,818	36.86	21,29,50,818	36.86
3.	Citicorp Finance (India) Ltd.				
	At the beginning of the year	8,70,00,000	29.00	-	-
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):	-	-	8,70,00,000	15.06
	At the End of the year	8,70,00,000	15.06	8,70,00,000	15.06
4.	ICICI Home Finance Company Ltd.				
	At the beginning of the year	30,00,000	1.00	-	-
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):	-	-	30,00,000	0.52
	At the End of the year	30,00,000	0.52	30,00,000	0.52
5.	Jagat Reshamwala (Nominee of ICICI Bank Ltd.)				
	At the beginning of the year	1	0.00	-	-
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):	-	-	1	0.00
	At the End of the year	1	0.00	1	0.00
6.	Rajneesh Sharma (Nominee of Bank of Baroda)				
	At the beginning of the year	1	0.00	-	-
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):	-	-	1	0.00
	At the End of the year	1	0.00	1	0.00

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Life Insurance Corporation of India				
At the beginning of the year	3,00,00,000	10.00		
Equity shares allotted on November 2, 2017	2,77,77,778	-	5,77,77,778	10.00
At the End of the year (or on the date of separation, if Separated during the year)	5,77,77,778	10.00	5,77,77,778	10.00

(v) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year			Nil	
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):			Nil	
At the end of the year			Nil	

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	40,450.00	1,600.00	-	42,050.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	907.93	4.79	-	912.72
Total (i+ii+iii)	41,357.93	1,604.79	-	42,962.72

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	(₹ in million)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
Addition	26,450.00	2,500.00	-	28,950.00
Reduction	-	-	-	-
Net Change	26,450.00	2,500.00	-	28,950.00
Indebtedness at the end of the financial year				
i) Principal Amount	66,900.00	4,100.00	-	71,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2,205.65	47.04	-	2,252.69
Total (i+ii+iii)	69105.65	4,147.04	-	73,252.69

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

		(₹ in million)	
Sl. No.	Particulars of Remuneration	Managing Director & CEO	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	35.12	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.15	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	
2.	Stock Option	-	
3.	Sweat Equity	-	
4.	Commission - as % of profit - others, specify...	-	
5.	Others, please specify - Long Term Incentive	7.92	
	Total (A)	44.19	

B. Remuneration to other directors:

		(₹ in million)			
Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors	Lalita D. Gupte	M. D. Mallya	Uday Chitale	
	Fee for attending board/committee meetings	0.52	0.58	0.58	1.68
	Commission*	0.75	0.75	0.75	2.25
	Others, please specify	-	-	-	-
	Total (1)	1.27	1.33	1.33	3.93

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Sr. No.	Particulars of Remuneration	Name of Directors	(₹ in million)		
			Total Amount		
2	Other Non-Executive Directors				
	Fee for attending board/committee meetings				
	Commission				
	Others, please specify				
	Total (2)		-	-	-
	Total (B)=(1+2)		1.27	1.33	1.33

* As on March 31, 2018, Commission for the financial year ended March 31, 2018, as approved by the Members of the Company, is payable to Independent Directors.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10.67	1.78	12.45
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.10	-	0.10
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
	Commission	-	-	-
4.	- as % of profit			
	- others, specify...			
5.	Others, please specify-Long Term Incentive	2.04	-	2.04
	Total (C)	12.81	1.78	14.59

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VII. Penalties / Punishment/ Compounding of offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A.COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

Lalita D. Gupte
Chairperson
(DIN: 00043559)

Date : August 24, 2018