

Annexure - 4

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019

[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	:	India Infradebt Limited, The Capital, "B" Wing, 1101A, Bandra-Kurla Complex, Mumbai - 400 051 (T): +91 22 68196900 (F): +91 22 68196910 Email: info@infradebt.in
Whether listed company	:	Yes (Debentures are listed)
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	:	For Equity: 3i Infotech Limited Tower #5, 3 rd Floor, International Infotech Park, Vashi Railway Station Complex, Vashi, Navi Mumbai - 400 703 (T): +91 22 71238105 (F): +91 22 71238099 For Debentures: Link Intime India Private Limited C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400078 (T): +91 22 49186000 (F): +91 22 49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1.	Finance to Infrastructure projects	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
			Nil		

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	
(e) Venture Capital Funds	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-
Sub-total (B)(1):-	5,77,77,778	-	5,77,77,778	5,77,77,778	-	5,77,77,778	6.66 (3.34)
2. Non-Institutions							
(a) Bodies Corp.							
(i) Indian	-	-	-	-	-	-	-
(ii) Overseas	-	-	-	-	-	-	-
(b) Individuals							
(i) Individual shareholders holding nominal share capital upto ₹1 lakh	-	-	-	-	-	-	-
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	-	-	-	-	-	-	-
(c) Others (specify)	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	5,77,77,778	-	5,77,77,778	5,77,77,778	-	5,77,77,778	6.66 (3.34)
C. Shares held by Custodian for GDRs & ADRs							
Grand Total (A+B+C)	49,07,77,775	8,70,00,002	57,77,77,777	100	86,78,71,199	1 86,78,71,200	100 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	% 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 Limited	21,70,49,179	37.56	-	36,73,61,005	42.33	-	4.77
2.	Bank of Baroda	21,29,50,818	36.86	-	35,57,32,414	40.99	-	4.13
3.	Citicorp Finance (India) Limited	8,70,00,000	15.06	-	8,70,00,000	10.02	-	(5.04)
4.	ICICI Home Finance Company Limited	30,00,000	0.52	-	-	-	-	(0.52)
5.	Jagat Reshamwala (Nominee of ICICI Bank Limited)	1	-	-	-	-	-	-
6.	Rajneesh Sharma (Nominee of Bank of Baroda)	1	-	-	1	-	-	-
7.	Prashant Mistry (Nominee of ICICI Bank Limited)	-	-	-	1	-	-	-
8.	Vivek Ranjan (Nominee of ICICI Bank Limited)	-	-	-	1	-	-	-
	Total	51,99,99,999	90.00	-	81,00,93,422	93.34	-	3.34

Note: Prashant Mistry and Vivek Ranjan are holding shares on behalf of ICICI Bank Limited and Rajneesh Sharma is holding share on behalf of Bank of Baroda, and have transferred the beneficial interest in such shares in favour of the respective institutions.

(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 Limited				
	At the beginning of the year	21,70,49,179	37.56	-	-
	Equity shares allotted on October 12, 2018	14,73,11,827	-	36,43,61,006	41.98
	Equity shares transferred from ICICI Home Finance Company Limited on December 27, 2018	29,99,999	-	36,73,61,005	42.33
	At the End of the year	36,73,61,005	42.33	36,73,61,005	42.33

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
2.	Bank of Baroda				
	At the beginning of the year	21,29,50,818	36.86	-	-
	Equity shares allotted on October 12, 2018	14,27,81,596	-	35,57,32,414	40.99
	At the End of the year	35,57,32,414	40.99	35,57,32,414	40.99
3.	Citicorp Finance (India) Limited				
	At the beginning of the year	8,70,00,000	15.06	-	-
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the End of the year	8,70,00,000	10.02	8,70,00,000	10.02
4.	ICICI Home Finance Company Limited				
	At the beginning of the year	30,00,000	0.52	-	-
	Equity shares transferred to ICICI Bank Limited on December 27, 2018	(29,99,999)	0.00	1	0.00
	Equity shares transferred to Prashant Mistry on December 27, 2018	(1)	0.00	-	-
	At the End of the year	-	-	-	-
5.	Jagat Reshamwala (Nominee of ICICI Bank Limited)				
	At the beginning of the year	1	0.00	-	-
	Equity shares transferred to Vivek Ranjan on December 28, 2018	(1)	0.00	-	-
	At the End of the year	-	-	-	-
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.):	NIL	NIL	NIL	NIL
	At the End of the year	1	0.00	1	0.00
7.	Prashant Mistry (Nominee of ICICI Bank Limited)				
	At the beginning of the year	-	-	-	-
	Equity shares transferred from ICICI Home Finance Company Limited on December 27, 2018	1	0.00	1	0.00
	At the End of the year	1	0.00	1	0.00
8.	Vivek Ranjan (Nominee of ICICI Bank Limited)				
	At the beginning of the year	-	-	-	-
	Equity shares transferred from Jagat Reshamwala on December 28, 2018	1	0.00	1	0.00
	At the End of the year	1	0.00	1	0.00

Note: Due to issue of 29,00,93,423 equity shares during the year, the percentage of shares held to share capital as at the end of the Financial Year, will not match with the respective cumulative percentage of shares held to the share capital at the beginning of the year.

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

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
Life Insurance Corporation of India				
At the beginning of the year	5,77,77,778	10.00	-	-
Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
At the End of the year (or on the date of separation, if Separated during the year)	5,77,77,778	6.66	5,77,77,778	6.66

Note: Due to issue of equity shares aggregating to 29,00,93,423 equity shares during the year, the percentage of shares held to share capital as at the end of the Financial Year, will not match with the respective cumulative percentage of shares held to the share capital at the beginning of the year.

(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	

Annexure - 4 (Contd..)

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	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)	69,105.65	4,147.04	-	73,252.69
Change in Indebtedness during the financial year				
Addition	12,620.00	-	-	12,620.00
Reduction	-	-	-	-
Interest accrued but not due	706.76	(0.02)	-	706.74
Net Change	13,326.76	(0.02)	-	13,326.76
Indebtedness at the end of the financial year				
i) Principal Amount	79,520.00	4,100.00	-	83,620.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2,912.41	47.02	-	2,959.43
Total (i+ii+iii)	82,432.41	4,147.02	-	86,579.43

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in million)

Sr. 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	39.22
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.03
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	Detailed in Annexure 5
3.	Sweat Equity	-
4.	Commission	-
	- as % of profit	
	- others, specify...	
5.	Others, please specify - Long Term Incentive	8.89
	Total (A)	48.14

Annexure - 4 (Contd..)

B. Remuneration to other Directors:

(₹ in million)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Lalita D. Gupte	M. D. Mallya (ceased w.e.f. May 28, 2018)	Uday Chitale	Arun Tiwari (appointed w.e.f. August 24, 2018)	
1.	Independent Directors					
	Fee for attending board/committee meetings	1.22	0.31	1.25	0.62	3.40
	Commission*	0.75	-	0.75	0.45	1.95
	Others, please specify	-	-	-	-	-
	Total (1)	1.97	0.31	2.00	1.07	5.35
2.	Other Non-Executive Directors					
	Fee for attending board/committee meetings	No remuneration paid to other Non-Executive Directors				
	Commission					
	Others, please specify					
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	1.97	0.31	2.00	1.07	5.35

* As on March 31, 2019, Commission for the financial year ended March 31, 2019, as approved by the Members of the Company, is payable to Independent Directors.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

(₹ in million)

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	11.84	2.08	13.92
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	0.02	-	0.02
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	-	-	-
2.	Stock Option	Detailed in Annexure 5		-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5.	Others, please specify-Long Term Incentive	2.29	-	2.29
	Total (C)	14.15	2.08	16.23

Annexure - 4 (Contd..)

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					

Date: August 24, 2019

Lalita D. Gupte
Chairperson
(DIN: 00043559)