

## ANNEXURE III

### FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i)	CIN	U65929TN2003PLC050856
ii)	Registration Date	May 12, 2003
iii)	Name of the Company	IDFC Bharat Limited (formerly known as Grama Vidiyal Micro Finance Limited)
iv)	Category / Sub-Category of the Company	Company Limited by Shares Indian Non-Government Company
v)	Address of the Registered office and contact details	No. 9, Paripoorna Towers, Manoranjitham Street, Annamalai Nagar, Tiruchirappalli, Tamil Nadu - 620 018 Tel: +91 431 4500000; Fax: +91 431 2750393
vi)	Whether listed company Yes / No	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	NSDL Database Management Limited* 4 <sup>th</sup> Floor, Trade World A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Tel: +91 22 4914 2700; Fax: +91 22 4914 2503

\* For electronic connectivity with Depositories.

#### 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	Business Correspondent ("BC")	66190	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
i)	IDFC Bank Limited	L65110TN2014PLC097792	Holding Company	100	Section 2(46)

#### IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

##### (i) Category-wise Share Holding

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	
<b>A PROMOTERS</b>									
(1) Indian									
a) Individual / HUF		NIL	NIL	NIL		NIL	NIL	NIL	NIL
b) Central Govt		NIL	NIL	NIL		NIL	NIL	NIL	NIL
c) State Govt (s)		NIL	NIL	NIL		NIL	NIL	NIL	NIL
d) Bodies Corp.		NIL	NIL	NIL		NIL	NIL	NIL	NIL
e) Banks / FI	5,579,990	6	5,579,996	100	5,579,990	6	5,579,996	100	NIL
f) Any Other.		NIL	NIL	NIL		NIL	NIL	NIL	NIL
<b>SUB-TOTAL (A) (1)</b>	<b>5,579,990</b>	<b>6</b>	<b>5,579,996</b>	<b>100</b>	<b>5,579,990</b>	<b>6</b>	<b>5,579,996</b>	<b>100</b>	<b>NIL</b>

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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	
<b>(2) Foreign</b>									
a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>SUB-TOTAL (A) (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>TOTAL SHARE HOLDING OF PROMOTER (A) = (A)(1)+(A)(2)</b>	<b>5,579,990</b>	<b>6</b>	<b>5,579,996</b>	<b>100</b>	<b>5,579,990</b>	<b>6</b>	<b>5,579,996</b>	<b>100</b>	<b>NIL</b>
<b>B PUBLIC SHAREHOLDING</b>									
<b>1 Institutions</b>									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (Trusts)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>SUB-TOTAL (B) (1)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>2 Non - Institutions</b>									
a) Bodies Corp									
i) Indian	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>SUB-TOTAL (B) (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>TOTAL PUBLIC SHARE HOLDING (B) = (B)(1)+(B)(2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>C SHARES HELD BY CUSTODIAN FOR GDR &amp; ADR</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>GRAND TOTAL (A+B+C)</b>	<b>5,579,990</b>	<b>6</b>	<b>5,579,996</b>	<b>100</b>	<b>5,579,990</b>	<b>6</b>	<b>5,579,996</b>	<b>100</b>	<b>NIL</b>

**ANNEXURE III****FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN****(ii) Shareholding of Promoters**

SR. NO.	SHAREHOLDER'S NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR			SHARE HOLDING 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	IDFC Bank Limited	5,579,996	100.00	NIL	5,579,996	100.00	NIL	NIL
<b>TOTAL</b>		<b>5,579,996</b>	<b>100.00</b>	<b>NIL</b>	<b>5,579,996</b>	<b>100.00</b>	<b>NIL</b>	<b>NIL</b>

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

	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
NO CHANGE				

**(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
NOT APPLICABLE				

**(v) Shareholding of 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
NIL				

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#### V. INDEBTEDNESS

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

IN ₹ INR

	SECURED LOANS EXCLUDING DEPOSITS	UNSECURED LOANS	DEPOSITS	TOTAL INDEBTEDNESS
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>TOTAL (I+II+III)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	NIL	NIL	NIL	NIL
• Reduction	NIL	NIL	NIL	NIL
Net Change				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>TOTAL (I+II+III)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

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

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

IN ₹ INR

SR. NO.	PARTICULARS OF REMUNERATION	NAME OF MD / WTD / MANAGER		TOTAL AMOUNT
		MR. S. DEVARAJ	MR. ARJUN MURALIDHARAN <sup>2</sup>	
<b>1.</b>	<b>Gross salary</b>			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	19,700,000	11,966,868	31,666,868
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
<b>2.</b>	<b>Stock Option</b>	NIL	NIL	NIL
<b>3.</b>	<b>Sweat Equity</b>	NIL	NIL	NIL
<b>4.</b>	<b>Commission</b>	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	- others, specify...	NIL	NIL	NIL
<b>5.</b>	<b>Others, please specify</b>	NIL	NIL	NIL
	<b>TOTAL (A)</b>	<b>19,700,000</b>	<b>11,966,868</b>	<b>31,666,868</b>
	Ceiling as per the Act			

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#### B. Remuneration to other directors:

IN ₹

SR. NO.	PARTICULARS OF REMUNERATION	NAME OF DIRECTORS		TOTAL AMOUNT
		MR. A. KRISHNAMOORTHY	DR. J. SADAKKADULLA	
<b>1. Independent Directors</b>				
	Fee for attending board committee meetings	375,000	375,000	750,000
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	<b>TOTAL (1)</b>			
<b>2. Other Non-Executive Directors</b>				
	Fee for attending board committee meetings	NIL	NIL	
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	<b>TOTAL (2)</b>	<b>NIL</b>	<b>NIL</b>	
	<b>TOTAL (B) = (1 + 2)</b>	<b>375,000</b>	<b>375,000</b>	<b>750,000</b>
	Overall Ceiling as per the Act			Refer Note

Note: In terms of the provisions of the Companies Act, 2013, the remuneration payable to Directors other than executive Directors shall not exceed 3% of the net profit of the Company. The remuneration paid to the directors is well within the limit.

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

IN ₹

SR. NO.	PARTICULARS OF REMUNERATION	KEY MANAGERIAL PERSONNEL		TOTAL
		MR. ARJUN MURALIDHARAN' (CEO)	MR. BOBY XAVIER (CS)	
<b>1. Gross salary</b>				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	11,966,868	3,093,680	15,060,548
	(b) Value of Perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of Salary under Section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
<b>2. Stock Option</b>		NIL	NIL	NIL
<b>3. Sweat Equity</b>		NIL	NIL	NIL
<b>4. Commission</b>				
	- as % of profit	NIL	NIL	NIL
	- others, specify...	NIL	NIL	NIL
<b>5. Others, please specify</b>		-	NIL	NIL
	<b>TOTAL (A)</b>	<b>11,966,868</b>	<b>3,093,680</b>	<b>15,060,548</b>

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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)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Sd/-

**Arjun Muralidharan**  
Managing Director and CEO  
DIN: 02726409

Sd/-

**S. Devaraj**  
Executive Chairman  
DIN: 01936417