



Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020

[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: U66030MH2007PLC177117
- ii) Registration Date: December 27, 2007
- iii) Name of the Company: HDFC ERGO GENERAL INSURANCE COMPANY LIMITED
- iv) Category / Sub-Category of the Company: General Insurance
- v) Address of the Registered office and contact details: HDFC House, 1st Floor, 165-166, Backbay Reclamation, H.T. Parekh Marg, Churchgate, Mumbai - 400020 | E-mail: care@hdfcergo.com | Website: www.hdfcergo.com | Tel. No.: +91 22-66383600
- vi) Whether listed company: The Debt Securities (NCDs) are listed at BSE Limited.
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: KFin Technologies Private Limited, Selenium Tower – B, Plot No 31 & 32, Nanakramguda, Gachibowli, Serilingampally, Hyderabad – 500 032, Telangana, India | E-mail: einward.ris@kfintech.com | Website: www.kfintech.com | Tel No.: +91 040-67162222/ +91-040-79611000

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	Weather and Crop	General Insurance (Non-Life) 6512 (sub-class 65120)	22.16%
2	Motor TP	General Insurance (Non-Life) 6512 (sub-class 65120)	18.63%
3	Motor OD	General Insurance (Non-Life) 6512 (sub-class 65120)	16.09%
4	Health	General Insurance (Non-Life) 6512 (sub-class 65120)	16.43%

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
1	Housing Development Finance Corporation Limited Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai - 400 020	L70100MH1977PLC019916	Holding	50.482	2(46)

IV. SHARE HOLDING PATTERN

(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	
A. Promoters									
1. Indian									
a) Individual/ HUF	—	—	—	—	—	—	—	—	—
b) Central Govt	—	—	—	—	—	—	—	—	—
c) State Govt(s)	—	—	—	—	—	—	—	—	—
d) Bodies Corp.	305,691,738	—	305,691,738	50.492	305,841,738	—	305,841,738	50.482	(0.010)
e) Banks / FI	—	—	—	—	—	—	—	—	—
f) Any Other	—	—	—	—	—	—	—	—	—
Sub-total (A)(1):	305,691,738		305,691,738	50.492	305,841,738		305,841,738	50.482	(0.010)
2. Foreign									
a) NRIs - Individuals	—	—	—	—	—	—	—	—	—
b) Other - Individuals	—	—	—	—	—	—	—	—	—
c) Bodies Corp	292,202,312	—	292,202,312	48.264	292,202,312	—	292,202,312	48.231	(0.033)
d) Banks / FI	—	—	—	—	—	—	—	—	—
e) Any Other	—	—	—	—	—	—	—	—	—
Sub-total (A)(2):	292,202,312		292,202,312	48.264	292,202,312		292,202,312	48.231	(0.033)
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	597,894,050		597,894,050	98.757	598,044,050		598,044,050	98.713	(0.044)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	—	—	—	—	—	—	—	—	—
b) Banks / FI	—	—	—	—	—	—	—	—	—
c) Central Govt	—	—	—	—	—	—	—	—	—
d) State Govt(s)	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	—	—	—	—	—	—	—	—	—
g) FIs	—	—	—	—	—	—	—	—	—
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others (specify)	—	—	—	—	—	—	—	—	—
Sub-total (B)(1):									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	—	—	—	—	—	—	—	—	—
ii) Overseas	—	—	—	—	—	—	—	—	—
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	77,500	—	77,500	0.013	67,500	—	67,500	0.011	(0.002)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	7,450,500	—	7,450,500	1.231	7,730,500	—	7,730,500	1.276	0.045
c) Others	—	—	—	—	—	—	—	—	—
Sub-total (B)(2):	7,528,000		7,528,000	1.244	7,798,000		7,798,000	1.287	0.043
Total Public Shareholding (B) = (B)(1) + (B)(2)	7,528,000		7,528,000	1.244	7,798,000		7,798,000	1.287	0.043
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	605,422,050		605,422,050	100.00	605,842,050		605,842,050	100.00	— *

*During the year, the Company allotted 420,000 equity shares of ₹ 10 each under ESOP-2009.

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change during the year
		No. of Shares	% of Total Shares	% of Shares Pledged / encumbered to Total Shares	No. of Shares	% of Total Shares	% of Shares Pledged / encumbered to Total Shares	
1	Housing Development Finance Corporation Limited	305,691,738	50.492	–	305,841,738	50.482	–	(0.010)
2	ERGO International AG	292,202,312	48.264	–	292,202,312	48.231	–	(0.033)
	Total	597,894,050	98.756	–	598,044,050	98.713	–	(0.043)

(iii) Change in Promoters' Shareholding

Sr. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Name of Promoter: Housing Development Finance Corporation Limited – Indian Promoter				
	At the beginning of the year	305,691,738	50.492	305,691,738	50.492
	Date wise Increase/Decrease in Shareholding during the year				
	Purchase of shares from employees under ESOP-2009 in July 2019	150,000	0.025	305,841,738	50.482
	At the end of the year	–	–	305,841,738	50.482
2	Name of Promoter: ERGO International AG – Foreign Promoter				
	At the beginning of the year	292,202,312	48.264	292,202,312	48.264
	Date wise Increase/Decrease in Shareholding during the year	–	–	–	–
	At the end of the year	–	–	292,202,312	48.231

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and holders of GDRs and ADRs):

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date wise Increase/Decrease		Cumulative Shareholding		Shareholding at the End of the year	
		No. of Shares	% of Total Shares	No. of Shares allotted under ESOP on July 31, 2019	% of Total Shares	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Mukesh Kumar*	521,000	0.086	55,000	0.009	576,000	0.095	576,000	0.095
2	Ankur Bahorey*	472,500	0.078	–	–	–	–	472,500	0.078
3	Mehmood Mansoori*	387,500	0.064	–	–	–	–	387,500	0.064
4	Karan Chopra*	340,000	0.056	–	–	–	–	340,000	0.056
5	Subramanian Gopalakrishnan*	337,500	0.056	–	–	–	–	337,500	0.056
6	Atul Gujrathi#	199,000	0.033	–	–	–	–	199,000	0.033
7	Diwakar Asthana*	180,000	0.030	15,000	0.002	195,000	0.032	195,000	0.032
8	Abhiranjan Gupta*	172,000	0.028	16,000	0.002	188,000	0.031	188,000	0.031
				(29,000)^	0.005	159,000	0.026	159,000	0.026
9	Kailashchandra Panda*	148,500	0.025	8,500	0.001	157,000	0.026	157,000	0.026
10	Ashish Hallan*	133,000	0.022	36,500	0.006	169,500	0.028	169,500	0.028
11	Gopalakrishnamurty Gorugantu*	147,000	0.024	16,000	0.002	163,000	0.027	163,000	0.027

*Common top 10 shareholders as on April 1, 2019 and March 31, 2020; # Top 10 shareholder as on March 31, 2019, ^ Sale by employee

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year		Date wise Increase/ Decrease		Cumulative shareholding		Shareholding at the end of the year	
		No. of Shares	% of Total Shares	No. of Shares allotted under ESOP July 31, 2019	% of Total Shares	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Ritesh Kumar - MD & CEO	1,002,000	0.166	—	—	—	—	1,002,000	0.165
2	Anuj Tyagi -Non - Executive Director *	506,000	0.084	—	—	—	—	506,000	0.083
3	Samir H. Shah -Executive Director & CFO	486,000	0.080	—	—	—	—	486,000	0.080
4	Dayananda V. Shetty- Company Secretary & Chief Compliance Officer	66,000	0.011	16,000	0.003	82,000	0.013	82,000	0.013

* Mr. Anuj Tyagi was the Executive Director & CBO of the Company upto January 8, 2020 and was appointed as the Managing Director & CEO of HEHI w.e.f January 9, 2020. Pursuant to merger, Mr. Tyagi has been appointed as the Executive Director & CBO of the Company w.e.f. November 13, 2020 for a period of 5 (five) years.

V. INDEBTEDNESS

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

(₹ in crore)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	—	350.00	—	350.00
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	10.15	—	10.15
Total (i+ii+iii)	—	360.15	—	360.15
Change in Indebtedness during the financial year				
i) Addition	—	—	—	—
ii) Reduction	—	—	—	—
Net Change	—	—	—	—
Indebtedness at the end of the financial year				
i) Principal Amount	—	504.00	—	504.00
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	23.06	—	23.06
Total (i+ii+iii)	—	527.06	—	527.06

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTOR AND/OR MANAGER:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager			Total
		Ritesh Kumar (Managing Director and CEO)	Anuj Tyagi (Executive Director and CBO)*	Samir H. Shah (Executive Director and CFO)	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	71,323,519	20,314,189	19,790,207	111,427,915
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 [^]	2,158,933	677,636	702,470	3,539,039
	(c) Profit in lieu of salary under Section 17(3) of the Income Tax Act, 1961	—	—	—	—
2	Number of Stock Options granted during the year	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission				
	— As % of profit	—	—	—	—
	— Others, specify	—	—	—	—
5	Others, please specify	—	—	—	—
	Total (A)	73,482,452	20,991,825	20,492,677	114,966,954
	Ceiling as per the Act	Refer Note 1			

*Mr. Anuj Tyagi was the Executive Director & CBO of the Company upto January 8, 2020 and was appointed as the Managing Director & CEO of HEHI w.e.f January 9, 2020. Pursuant to merger, Mr. Tyagi has been appointed as the Executive Director & CBO of the Company w.e.f. November 13, 2020 for a period of 5 (five) years. The remuneration of ₹ 2,451,666 was paid by HEHI to Mr. Tyagi for period from January 9, 2020 to February 29, 2020 is not included.

[^]Excludes value of perquisites upon exercise of stock options granted during earlier financial years. For grant of stock options requisite approval of IRDAI was obtained during the respective years, as applicable.

B. REMUNERATION TO OTHER DIRECTORS

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors				Total
		Bernhard Steinruecke	Mehernosh B. Kapadia	Arvind Mahajan	Ameet P. Hariani	
1	Independent Directors					
	• Fee for attending Board/ Committee meetings	1,900,000	2,300,000	2,300,000	2,200,000	8,700,000
	• Commission	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
	• Others, please specify	—	—	—	—	—
	Total (1)	2,900,000	3,300,000	3,300,000	3,200,000	12,700,000
		Deepak S. Parekh	Keki M. Mistry	Renu Sud Karnad		
2	Other Non – Executive Directors					
	• Fee for attending Board/ Committee meetings	800,000	2,600,000	1,900,000	—	5,300,000
	• Commission	—	—	—	—	—
	• Others, please specify	—	—	—	—	—
	Total (2)	800,000	2,600,000	1,900,000	—	5,300,000
	Total (B) = (1+2)	3,700,000	5,900,000	5,200,000	—	18,000,000
	Total remuneration to Non-executive Directors, excluding sitting Fee (Refer Note – 2)					4,000,000
	Ceiling as per the Act (Refer Note – 2)					32,694,180
	Total Managerial Remuneration					118,966,954
	Overall Ceiling as per the Act	Refer Note 1 & 2				

Note - 1: In terms of the provisions of Section 34A of the Insurance Act, 1938, the provisions relating to ceiling on managerial remuneration as prescribed under the Companies Act, 2013 shall not apply to any matter in respect of which the approval of IRDAI has been obtained. The appointment of the Managing Director and CEO and the Executive Directors and payment of remuneration thereof was approved by IRDAI.

Note - 2: In terms of the provisions of the Companies Act, 2013 remuneration payable to non-executive directors shall not exceed 1% of the net profits, excluding sitting fees.

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

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel
		Dayananda V. Shetty (Company Secretary)
1	Gross salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	8,236,790
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 [^]	237,924
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	—
2	Number of Stock Options granted during the year	—
3	Sweat Equity	—
4	Commission	—
	— As % of profit	—
	— Others, specify	—
5	Others, please specify	—
	Total	8,474,714

[^]Excludes value of perquisite upon exercise of stock options granted during earlier financial years.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief description	Details of any Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers in default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL