

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2021

[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:

For ISIN: INE225R01027 & INE392I08011

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

For INE092V08010 & INE092VO8028

Beetal Financial & Computer Services (P) Limited, Beetal House, 3rd Floor, 99 Madangir, Behind LSC, Near Dada Harsukhdas Mandir, New Delhi-110062 | Email id: beetal@beetalfinancial.com | Tel No: 011-29961281-83 | Website: www.beetalfinancial.com

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	Health	General Insurance (Non-Life) 6512 (sub-class 65120)	30.07%
2	Weather and Crop	General Insurance (Non-Life) 6512 (sub-class 65120)	20.68%
3	Motor TP	General Insurance (Non-Life) 6512 (sub-class 65120)	15.28%
4	Motor OD	General Insurance (Non-Life) 6512 (sub-class 65120)	12.09%

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	50.556	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.	305,841,738	-	305,841,738	50.482	359,741,874	-	359,741,874	50.556	0.074
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):	305,841,738	-	305,841,738	50.482	359,741,874	-	359,741,874	50.556	0.074
1. Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	292,202,312	-	292,202,312	48.231	344,792,344	-	344,792,344	48.456	0.225
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	292,202,312	-	292,202,312	48.231	344,792,344	-	344,792,344	48.456	0.225
Total shareholding of Promoter	598,044,050	-	598,044,050	98.713	704,534,218	-	704,534,218	99.012	0.299

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) = (A)(1)+(A)(2)									
A. 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):	-	-	-	-	-	-	-	-	-
Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto	67,500	-	67,500	0.011	129,742	-	129,742	0.018	(0.007)

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	
₹1 lakh									
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	7,730,500	-	7,730,500	1.276	6,900,973	-	6,900,973	0.970	0.306
c) Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):	7,798,000	-	7,798,000	1.287	7,030,715	-	7,030,715	0.988	(0.299)
Total Public Shareholding (B) = (B)(1) + (B)(2)	7,798,000	-	7,798,000	1.287	7,030,715	-	7,030,715	0.988	(0.299)
A. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	605,842,050	-	605,842,050	100.00	711,564,933	-	711,564,933	100.00	- *

*During the year, 1. The Company allotted 134,551 equity shares on May 21, 2020 and 211,100 equity shares on July 15, 2020 under Employees Stock Option Plan – 2009 (ESOP – 2009)

2. In terms of the Scheme of Amalgamation of HDFC ERGO Health Insurance Limited (HEHI) with the Company, 105,377,232 equity shares of ₹10 each were allotted to the shareholders of HEHI on November 13, 2020.

(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	305,841,738	50.482	-	359,741,874	50.556		0.074
2	ERGO International AG	292,202,312	48.231	-	293,470,812	41.243		(6.988)
3	Munich Health Holding AG	-	-	-	51,321,532	7.213		7.213
	Total	598,044,050	98.713	-	704,534,218	99.012		0.299

(iii) Change in Promoters' Shareholding

Sr. No.		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	305,841,738	50.482	305,841,738	50.482
	Date wise Increase/ Decrease in Shareholding during the year				
	Allotment of shares - in terms of the Scheme of Amalgamation	53,900,136	7.575	359,741,874	50.556
	At the end of the year	-	-	359,741,874	50.556
2	Name of Promoter: ERGO International AG – Foreign Promoter				
	At the beginning of the year	292,202,312	48.231	292,202,312	48.231
	Date wise Increase/Decrease in Shareholding during the year				
	Purchase of shares from employees under ESOP – 2009 in June 2020	1,268,500	0.17	293,470,812	41.243
	At the end of the year	-	-	293,470,812	41.24
3	Name of Promoter: Munich Health Holding AG				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the year				
	Allotment of shares - in terms of the Scheme of Amalgamation	51,321,532	7.213	51,321,532	7.213
	At the end of the year	-	-	51,321,532	7.213

(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 May 21, 2020 and July 15, 2020	% of Total Shares	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Mukesh Kumar*	576,000	0.095	10,000	0.001	586,000	0.082	586,000	0.082
2	Ankur Bahorey*	472,500	0.078	-	-	-	-	472,500	0.066
3	Mehmood Mansoori*	387,500	0.064	(55,000)^	0.008	332,500	0.047	332,500	0.047
4	Karan Chopra*	340,000	0.056	24,000	0.003	364,000	0.051	364,000	0.051
5	Subramanian Gopalakrishnan^	337,500	0.056	(102,500)^	0.014	235,000	0.033	235,000	0.033
6	Atul Gujarathi*	199,000	0.033	(20,000)^	0.003	179,000	0.025	179,000	0.025
7	Diwakar Asthana*	195,000	0.032	(25,000)^	0.004	170,000	0.024	170,000	0.024
8	Ashish Hallan*	169,500	0.028	12,500	0.002	182,000	0.026	182,000	0.026
9	Gopalakrishnamurty Gorugantu*	163,000	0.027	-	-	-	-	163,000	0.023
10	Abhiranjan Gupta#	159,000	0.026	(98,500)^	0.014	60,500	0.009	60,500	0.009
11	Kailashchandra Panda*	157,000	0.026	-	-	-	-	157,000	0.022

*Common top 10 shareholders as on April 1, 2020 and March 31, 2021; # Top 10 shareholder as on March 31, 2020, ^ 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	% of Total Shares	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Ritesh Kumar - MD & CEO	1,002,000	0.165	(367,000)^	0.052	-	-	635,000	0.089
2	Anuj Tyagi – Deputy Managing Director^	506,000	0.083	(100,000)^	0.014	-	-	406,000	0.057
3	Samir H. Shah –Executive Director & CFO	486,000	0.080	(275,000)^	0.039	-	-	211,000	0.030
4	Dayananda V. Shetty- Company Secretary & Chief Compliance Officer	82,000	0.013	-	-	-	-	82,000	0.012

^ Sale by employee

**Mr. Anuj Tyagi was the Executive Director & CBO of the Company upto January 8, 2020 and was deputed 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 for a period of 5 (five) years w.e.f. November 13, 2020 and re-designated as Deputy Managing Director at the Board Meeting held on April 20, 2021.*

V. INDEBTEDNESS

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

(₹ in crore)

	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning 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
Change in Indebtedness during the financial year				
	-	-	-	-
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	-	23.14	-	23.14
Total (i+ii+iii)	-	527.14	-	527.14

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 (Deputy Managing Director)*	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	67,240,875	22,469,158	19,631,998	109,342,031
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961 [^]	5,833,478	1,754,581	1,340,456	8,928,515
(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	225,000	125,000	112,500	-
3	Sweat Equity	-	-	-	-
4	Commission - As % of profit	-	-	-	-
	- Others, specify	-	-	-	-
5	Others, please specify	-	-		-
	Total (A)	73,074,353	24,223,739	20,972,454	118,270,546
	Ceiling as per the Act	Refer Note 1			

[^]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	2,700,000	3,100,000	3,100,000	3,100,000	12,000,000
	▪ Commission	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
	▪ Others, please specify	-	-	-	-	
	Total (1)	3,700,000	4,100,000	4,100,000	4,100,000	16,000,000
		Deepak S. Parekh	Keki M. Mistry	Renu Sud Karnad		
2	Other Non – Executive Directors					
	▪ Fee for attending Board/ Committee meetings*	300,000	3,400,000	2,300,000		6,000,000
	▪ Commission	-	-	-	-	-
	- Others, please specify	-	-	-	-	-
	Total (2)	300,000	3,400,000	2,300,000	-	6,000,000
	Total (B) = (1+2)	4,000,000	7,500,000	6,400,000	4,100,000	22,000,000

Total remuneration to Non-executive Directors, excluding sitting Fee (Refer Note – 2)						4,000,000
Ceiling as per the Act (Refer Note – 2)						59,165,100
Total Managerial Remuneration						122,270,546
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	7,905,535
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961 [^]	697,957
(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	28,000
3	Sweat Equity	-
4	Commission	-
	- As % of profit	-
	- Others, specify	-
5	Others, please specify	-
	Total	8,603,492

[^]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