

## **ANNUAL RETURN**

**Form No. MGT-7**

**as on the Financial Year ended on 31/03/2019**

[Pursuant to Section 92(1) of the Companies Act, 2013 and Rule 11(1) of the Companies (Management and Administration) Rules, 2014]

### **I. REGISTRATION AND OTHER DETAILS:**

(i) **Corporate Identification Number (CIN) of the company:** L65191PN1994PLC076333

**Global Location Number (GLN) of the company:** NIL

**Permanent Account Number (PAN) of the Company:** AAACI1314G

(ii) **Name of The Company:** IndusInd Bank Limited

**Registered Office of the Company:** 2401 Gen Thimmayya Road Contonment, Pune - 411001,  
Maharashtra, India

**E-Mail ID of the Company:** [companysecretary@indusind.com](mailto:companysecretary@indusind.com)

**Telephone No. with STD Code:** 020-26234000 - 10

**Website:** [www.indusind.com](http://www.indusind.com)

(iii) **Date of Incorporation:** 31/01/1994

(iv)

<b>Type of Company</b>	<b>Category of the Company</b>	<b>Sub-category of the Company</b>
Public Company	Company limited by shares	Indian Non-Government Company

(v) **Whether Company is having Share Capital:** Yes

(vi) **Whether shares listed on recognized Stock Exchange(s):** Yes

(a) details of stock exchanges where shares are listed

<b>Sr. No.</b>	<b>Stock Exchange Name</b>	<b>Code</b>
1	BSE Limited	1
2	National Stock Exchange of India Ltd	1,024
3	Luxembourg Stock Exchange (Global Depository Receipts)	111202

(b) **CIN of the Registrar and Transfer Agent:** U67190MH1999PTC118368

**Name of the Registrar and Transfer Agent:** Link Intime India Private Limited

**Registered office Address of the Registrar and Transfer Agent:** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India.

(vii) **Financial Year From date:** 01/04/2018 **To date:** 31/03/2019

(viii) **Whether Annual General Meeting held:** No

(a) **If yes, date of AGM:** AGM is scheduled to be held on August 16, 2019

(b) **Due date of AGM:** 31/08/2019

(c) **Whether Any Extension For AGM granted:** No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

**Number of Business Activities:** 1

Sr. No.	Main Activity group Code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of Total Turnover of Company
1.	K	Financial and insurance Service	K1	Banking activities by Central, Commercial and Saving banks	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

**No. of Companies for which information is to be filled:** 2

Sr. No.	Name of the Company	CIN / FCRN	Holding / Subsidiary / Joint Venture / Associate	% of Shares held
1	IndusInd Marketing and Financial Services Private Limited	U67190TN2002PTC048590	Associate	30
2	IndusInd Financial Inclusion Limited	U65999MH2018PLC312539	Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) SHARE CAPITAL

###### (a) Equity Share Capital

Particulars	Authorized Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total Number of Equity Shares	7,00,000,000	60,26,86,868	60,26,86,868	60,26,86,868
Total amount of Equity Shares (in Rupees)	7,00,000,0000	602,68,68,680	602,68,68,680	602,68,68,680

###### Number of Classes: 1

Class of Shares	Authorized Capital	Issued Capital	Subscribed Capital	Paid up Capital
Number of Equity Shares	7,00,000,000	60,26,86,868	60,26,86,868	60,26,86,868
Nominal Value Per Share (in Rupees)	10	10	10	10
Total amount of Equity Shares (in Rupees)	7,00,000,0000	602,68,68,680	602,68,68,680	602,68,68,680

###### (b) Preference Share Capital

Particulars	Authorized Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total Number of Preference Shares	0	0	0	0
Total amount of Preference Shares (in rupees)	0	0	0	0

###### Number of Classes: 0

Class of Shares	Authorized Capital	Issued Capital	Subscribed Capital	Paid up Capital
Number of Preference Shares	0	0	0	0
Nominal Value Per Share (in rupees)	0	0	0	0
Total amount of Preference Shares (in rupees)	0	0	0	0

**(c) Unclassified Share Capital**

<b>Particulars</b>	<b>Authorized Share Capital</b>
Total Amount of Unclassified shares	0

**(d) Break up of Paid Up Share Capital**

<b>Class of Shares</b>	<b>Number of Shares</b>	<b>Total Nominal Amount</b>	<b>Total Paid-up Amount</b>	<b>Total Premium</b>
<b>Equity Shares</b>				
<b>At the Beginning of the Year</b>	60,02,23,187	600,22,31,870	600,22,31,870	0
<b>Increase during the Year</b>	0	0	0	0
i) Public Issue	0	0	0	0
ii) Right Issue	0	0	0	0
iii) Bonus Issue	0	0	0	0
iv) Private Placement/ Preferential Allotment	0	0	0	0
v) ESOPs	24,63,681	2,46,36,810	2,46,36,810	98,07,88,243.70
vi) Sweat Equity Shares Allotted	0	0	0	0
vii) Conversion of Preference Shares	0	0	0	0
viii) Conversion of Debentures	0	0	0	0
ix) GDRs/ADRs	0	0	0	0
x) Others, Specify				
<b>Decrease during the year</b>				
i) Buy-Back of Shares	0	0	0	0
ii) Shares Forfeited	0	0	0	0
iii) Reduction of Share Capital	0	0	0	0
iv) Others, Specify				
<b>At the end of Year</b>	<b>60,26,86,868</b>	<b>602,68,68,680</b>	<b>602,68,68,680</b>	<b>602,68,68,680</b>
<b>Preference Shares</b>				
<b>At the Beginning of the Year</b>	0	0	0	0
<b>Increase during the Year</b>	0	0	0	0
i) Issues of Shares	0	0	0	0
ii) Re-Issue of Forfeited Shares	0	0	0	0
iii) Others, Specify				
<b>Decrease during the year</b>	0	0	0	0
i) Redemption of Shares	0	0	0	0
ii) Shares Forfeited	0	0	0	0

iii) Reduction of Share Capital	0	0	0	0
iv) Others, Specify				
<b>At the end of Year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(ii) Details of Stock Split / Consolidation during the year (for each class of shares): NIL**

Class of Shares		(i)	(ii)	(iii)
Before Split / Consolidation	Number of shares	0	0	0
	Face Value Per Share	0	0	0
After Split / Consolidation	Number of shares	0	0	0
	Face Value Per Share	0	0	0

**(iii) Details of Shares / Debentures Transfer since closure date of last financial year (or in the case of first return at any time since the incorporation of the company):**

Details being provided in CD / Digital Media: **Yes**

Separate Sheet attached for details of transfers: **Yes**

**Note:** In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD / Digital Media may be shown.

**iv) Indebtedness Including Debentures (Outstanding as at the end of the financial year)**

Particulars	Number of Units	Nominal Value Per Unit	Total Value
Non - Convertible Debentures	54899	10,00,000	54,899,000,000
Partly Convertible Debentures	0	0	0
Fully Convertible Debentures	0	0	0
Secured Loans Excluding Deposits			0
Unsecured Loans Excluding Deposits			42359,10,55,035.87
Deposits			195524,39,03,870.08
<b>Total</b>			<b>243373,39,58,905.97</b>

## Details of Debentures

Class of Debentures	Outstanding as at the Beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non - Convertible Debentures	40,000,000,000	1,4899,000,000	0	54,899,000,000
Partly Convertible Debentures	0	0	0	0
Fully Convertible Debentures	0	0	0	0

### v) Securities (Other than Shares and Debentures):

Type of Securities	Number of Securities	Nominal Value of each unit	Total Nominal Value	Paid Up Value of each Unit	Total Paid Up Value
Nil	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

### V. Turnover and net worth of the company (as defined under Companies Act, 2013):

- i. **Total Turnover:** 279,078,693,947.82
- ii. **Net worth of the Company:** 263,604,213,632.85

### VI. (a) SHARE HOLDING PATTERN - Promoters

Sr. No.	Category	Equity		Preference	
		Number of Shares	Percentage	Number of Shares	Percentage
1.	Individual/HUF				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0

5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	9,03,75,939	15.00	0	0
10.	Others	0	0	0	0
	<b>Total</b>	<b>9,03,75,939</b>	<b>15.00</b>	<b>0</b>	<b>0</b>

**Total Number of Shareholders (Promoters): 2**

**(b) SHARE HOLDING PATTERN – Public / other than promoters**

Sr. No.	Category	Equity		Preference	
		Number of Shares	Percentage	Number of Shares	Percentage
1.	Individual/HUF				
	(i) Indian	3,96,73,381	6.58	0	0
	(ii) Non-resident Indian (NRI)	46,15,483	0.77	0	0
	(iii) Foreign national (other than NRI)	437	0.00	0	0
2.	Government				
	(i) Central Government	50	0.00	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	45,50,882	0.75	0	0
4.	Banks	2,36,580	0.04	0	0
5.	Financial institutions	16,19,293	0.27	0	0
6.	Foreign institutional investors	28,79,93,710	47.78	0	0
7.	Mutual funds	4,46,84,223	7.41	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate(not mentioned above)	4,96,52,249	8.24	0	0
10.	Others: Clearing Mem, GDR, Director, Foreign Bank, OBC, Trust, Uti, Alternative Investment Fund, IEPF, NBFC registered with RBI	7,92,84,641	13.16	0	0
	<b>Total</b>	<b>512310929</b>	<b>85.00</b>	<b>0</b>	<b>0</b>

**Total Number of Shareholders (public / other than promoters): 1,59,255**

**Total Number of Shareholders (Promoters + Public / other than promoters): 1,59,257**

**(c) Details of Foreign Institutional Investors' (FIIs) holding shares of the company: 581**

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	%of of shares held
As per the list annexed separately.					

**VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**

Details	As at beginning of the year	As at end of the year
Promoters	2	2
Members (other than promoters)	130,557	1,59,255
Debenture holders	72	702

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares	
	Executive	Non-Executive	Executive	Non-Executive	Executive	Non-Executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>						
(i) Non-Independent	1	2	1	2	0.12	0
(ii) Independent	0	5	0	7	0	0
<b>C. Nominee Directors Representing</b>						
i) Banks & FIs	0	0	0	0	0	0
ii) Investing Institutions	0	0	0	0	0	0
iii) Government	0	0	0	0	0	0
iv) Small shareholders	0	0	0	0	0	0
v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>7</b>	<b>1</b>	<b>9</b>	<b>0.12</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 10**



**(B) (i) Details of directors and Key managerial personnel as on the closure of financial year**

<b>Name</b>	<b>DIN / PAN</b>	<b>Designation</b>	<b>Number of equity shares held</b>	<b>Date of cessation (after closure of financial year, if any)</b>
Mr. R. Seshasayee	00047985	Non-Executive Part-time Chairman	0	
Mrs. Kanchan Chitale	00007267	Non-Executive, Independent	1,000	
Mr. Yashodhan M. Kale	00013782	Non-Executive, Non-Independent	0	April 16, 2019
Mr. Shanker Annaswamy	00449634	Non-Executive, Independent	0	
Dr. T. T. Ram Mohan	00008651	Non-Executive, Non-Independent	3,800	
Mrs. Akila Krishnakumar	06629992	Additional Non-Executive, Independent	0	
Mr. Arun Tiwari	05345547	Additional Non-Executive, Independent	0	
Mr. Siraj Chaudhry	00161853	Additional Non-Executive, Independent	0	
Mr. Rajiv Agarwal	00336487	Additional Non-Executive, Independent	0	
Mr. Romesh Sobti	00031034	Managing Director & CEO	7,30,000	
Haresh K Gajwani	AADPG34 56D	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year:**

<b>Name</b>	<b>DIN / PAN</b>	<b>Designation at the beginning / during the year</b>	<b>Date of appointment / change in designation</b>	<b>Nature of change (Appointment / change in designation / Cessation)</b>
T. Anantha Narayanan	00007227	Non-Executive Independent Director	June 23, 2018	Cessation
Mr. Ranbir S Butola	00145895	Non-Executive	December 17,	Cessation

		Independent Director	2018	
Mrs. Akila Krishnakumar	06629992	Additional Director in the category of Non-Executive, Independent	August 10, 2018	Appointment
Mr. Arun Tiwari	05345547	Additional Director in the category of Non-Executive, Independent	August 10, 2018	Appointment
Mr. Siraj Chaudhry	00161853	Additional Director in the category of Non-Executive, Independent	January 3, 2019	Appointment
Mr. Rajiv Agarwal	00336487	Additional Director in the category of Non-Executive, Independent	March 15, 2019	Appointment

## IX. MEETINGS OF MEMBERS / CLASS OF MEMBERS / BOARD / COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS / CLASS / REQUISITIONED / CLB / NCLT / COURT CONVENED MEETINGS

Number of meetings held:

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meetings	July 26, 2018	1,36,328	397	0.16
Court Convened Meeting	December 11, 2018	1,51,762	66	0.11

### B. BOARD MEETINGS

Number of meetings held:

Sr. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1.	April 19, 2018	8	7	87.5

2.	May 8, 2018	8	7	87.5
3.	May 31, 2018	8	8	100
4.	June 22, 2018	8	8	100
5.	July 10, 2018	7	6	85.71
6.	July 26, 2018	7	6	85.71
7.	August 28, 2018	9	7	77.78
8.	October 15, 2018	9	8	88.89
9.	December 11, 2018	9	5	55.56
10.	January 9, 2019	9	9	100
11.	February 13, 2019	9	8	88.89
12.	March 28, 2019	10	10	100

### C.COMMITTEE MEETINGS

Number of meetings held:

Sr. No	Type of meeting	Date of meeting	Total Number of members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	April 18, 2018	5	4	80
2.	Audit Committee	May 8, 2018	5	4	80
3.	Audit Committee	May 31, 2018	5	5	100
4.	Audit Committee	June 22, 2018	5	5	100
5.	Audit Committee	July 9, 2018	4	3	75
6.	Audit Committee	August 2, 2018	4	3	75
7.	Audit Committee	October 15, 2018	4	3	75
8.	Audit Committee	December 14, 2018	5	3	60
9.	Audit Committee	January 9, 2019	4	4	100
10.	Audit Committee	February 26, 2019	5	5	100
11.	Nomination & Remuneration Committee	April 19, 2018	4	3	75
12.	Nomination & Remuneration Committee	May 8, 2018	4	3	75
13.	Nomination & Remuneration Committee	July 10, 2018	3	2	66.67
14.	Nomination & Remuneration Committee	December 31, 2018	3	3	100
15.	Nomination & Remuneration Committee	January 9, 2019	3	3	100
16.	Nomination & Remuneration	March 14, 2019	4	4	100

	Committee				
17.	Stake holders Relation Committee	September 28, 2018	2	2	100
18.	Stake holders Relation Committee	March 20, 2019	3	2	66.67
19.	Risk Management Committee	April 18, 2018	4	3	75
20.	Risk Management Committee	July 9, 2018	3	2	66.67
21.	Risk Management Committee	October 10, 2018	3	3	100
22.	Risk Management Committee	March 27, 2019	4	3	75
23.	Corporate Social Responsibility (CSR) Committee	December 14, 2018	4	3	75
24.	Meeting of Independent Directors	May 8, 2018	5	3	60
25.	Meeting of Independent Directors	January 9, 2019	6	6	100
26.	Meeting of Independent Directors	March 28, 2019	7	7	100

#### D. ATTENDANCE OF DIRECTORS

Sr. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended last AGM held on July 26, 2018
		No. of meetings which were entitled to attend	No. of meetings attended	% of attendance	No. of meetings held	No. of meetings attended	% of attendance	
1.	Mr. R. Seshasayee	12	11	91.67	6	6	100	Yes
2.	Mrs. Kanchan Chitale	12	12	100	20	19	95	Yes
3.	Mr. T. Anantha Narayanan	4	4	100	8	7	87.5	N.A.
4.	Mr. Ranbir Singh Butola	9	2	22.22	12	2	16.67	No
5.	Mr. Yashodhan M. Kale	12	12	100	13	13	100	Yes
6.	Mr. Shanker Annaswamy	12	12	100	17	17	100	Yes
7.	Dr. T. T. Ram Mohan	12	11	91.67	7	7	100	Yes
8.	Mrs. Akila Krishnakumar	6	5	83.33	4	4	100	N.A.
9.	Mr. Arun Tiwari	6	5	83.33	9	8	88.89	N.A.
10.	Mr. Siraj Chaudhry	3	3	100	4	4	100	N.A.
11.	Mr. Rajiv Agarwal	1	1	100	1	1	100	N.A.
12.	Mr. Romesh Sobti	12	11	91.67	3	7	42.86	Yes

## X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole - time Directors and/or Manager whose remuneration details to be entered:

Sr. No	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1.	Romesh Sobti	Managing Director & CEO	5,10,60,384	-	-	23,79,468	5,34,39,852
	<b>Total</b>		<b>5,10,60,384</b>	<b>-</b>	<b>-</b>	<b>23,79,468</b>	<b>5,34,39,852</b>

Number of CEO, CFO and Company secretary whose remuneration details to be entered:

Sr. No	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1.	S V Zaregaonkar	CFO	4,71,43,564	-	-	12,96,000	484,39,564
2.	Haresh K Gajwani	Company Secretary	77,98,484	-	-	2,96,400	80,94,884
	<b>Total</b>		<b>5,49,42,048</b>	<b>-</b>	<b>-</b>	<b>15,92,400</b>	<b>5,65,34,448</b>

Number of other directors whose remuneration details to be entered:

Sr. No	Name	Designation	Gross Salary	Commission	Stock Option / Sweat Equity	Others (Fees for attending Board / Committee meetings)	Total Amount
1.	Mrs. Kanchan Chitale	Independent Director	-	10,00,000	-	21,20,000	31,20,000
2.	Mr. T. Anantha Narayanan	Independent Director	-	2,30,769	-	7,20,000	9,50,769
3.	Mr. Ranbir S. Butola	Independent Director	-	2,50,000	-	3,00,000	5,50,000
4.	Mr. Shanker Annaswamy	Independent Director	-	10,00,000	-	20,20,000	30,20,000
5.	Dr. T.T. Ram	Independent	-	10,00,000	-	23,60,000	33,60,000

	Mohan	Director					
6.	Ms Akila Krishnakumar	Independent Director	-	6,41,304	-	7,20,000	13,61,304
7.	Mr. Siraj Chaudhry	Independent Director	-	2,44,444	-	4,50,000	6,94,444
8.	Mr. Rajiv Agarwal	Independent Director	-	47,222	-	1,20,000	1,67,222
9.	Mr. R. Seshasayee	Chairman	-	25,00,000	-	21,20,000	46,20,000
10.	Mr. Yashodhan M. Kale	Director	-	10,00,000	-	18,80,000	28,80,000
	<b>Total</b>		-	<b>79,13,739</b>	-	<b>128,10,000</b>	<b>2,07,23,739</b>

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**  
**A. CERTIFICATION OF COMPLIANCES**

A. Whether the Company has made compliances and disclosure in respect of applicable provisions of the Companies Act, 2013 during the year: **Yes**

B. If No, give reasons/observations: **N.A.**

**XII. PENALTY AND PUNISHMENT- DETAILS THERXOF**

**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS / OFFICERS: Nil**

**(B) DETAILS OF COMPOUNDING OF OFFENCES: Nil**

**XIII. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED AS AN ATTACHMENT**

The details are available with the Bank and can be obtained by members upon request

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in form MGT-8:

**Form MGT-8 will be obtained from the Bank's Secretarial Auditors for FY 2018-19.**

**I / We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**For IndusInd Bank Limited**

Sd/-

**Haresh K. Gajwani**

**Company Secretary**

**(Membership No. A 18225)**