

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 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:

CIN	U65990KL2016PLC045669
Registration Date	05/05/2016
Name of the Company	ESAF Small Finance Bank Limited
Category / Sub-Category of the Company	Public Limited Company
Address of the Registered office and contact details	Hepzibah Complex, Second Floor, No.X/109/M4, Mannuthy P.O., Thrissur, Kerala - 680651 PH: 048402373813
Whether listed company	No. However debt securities are listed with BSE
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link In Time India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai - 400 078 Tel: 022 - 25946970

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.

Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
Finance and Insurance Service	K1	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Name And Address Of The Company	CIN/ GLN	Holding / Subsidiary / Associate	% Of Shares Held	Applicable Section
ESAF Micro-finance and Investments Pvt Ltd	U65910T-NI996PTC036650	holding	90.002%	2(87)

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity) i) Category-wise Share Holding

Particulars	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	-	2,08,04,433	2,08,04,433	6.90%	-	3,11,86,790	3,11,86,790	9.998%	3.08%
b. Central Govt	-	-	-	-	-	-	-	-	-
c. State Govt (s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	-	28,07,58,396	28,07,58,396	93.10%	-	28,07,58,391	28,07,58,391	90.002%	
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any Other....	-				-				
Sub-total (A) (1):-	-	30,15,62,829	30,15,62,829	100.00%		31,19,45,181	31,19,45,181	100.00%	



Particulars	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	
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) +(A)(2)	-	30,15,62,829	30,15,62,829	100%	-	31,19,45,181	31,19,45,181	100	
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) FIIs	-	-	-	-	-	-	-	-	-
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 share-holders holding nominal share capital upto ₹1 lakh	-	-	-	-	-	-	-	-	-
c) Others (Specify)	-	-	-	-	-	-	-	-	-



Particulars	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	
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs - NIL									
Grand Total (A+B+C)	-	30,15,62,829	30,15,62,829	100%	-	31,19,45,181	31,19,45,181	100	

ii) Shareholding of Promoters

Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change 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	
ESAF Microfinance and Investments Pvt Ltd	280758396	93.10	-	280758396	90.002	-	(3.098)
Kadambelil Paul Thomas	20804433	6.90	-	31186785	9.998%	-	3.898

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

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
Kadambelil Paul Thomas				
At the beginning of the year	20804433	6.90%	20804433	6.90%
Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
Allotment on 31.01.2018	1,03,82,352		31186785	9.998%
At the end of the year	31186785	9.998%	31186785	9.998%

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
ESAF Microfinance and Investments Pvt. Ltd.				
At the beginning of the year	28,07,58,396	93.10	28,07,58,396	93.10
Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	-	-	-
At the end of the year	28,07,58,396	90.002	28,07,58,396	90.002



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

Name of the shareholder	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
ESAF Microfinance and Investments Pvt Ltd	280758396	93.10%	280758396	90.002%
Kadambelil Paul Thomas	20804433	6.90%	3,11,86,785	9.998%

v) Shareholding of Directors and Key Managerial Personnel

Name of the shareholder	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
Kadambelil Paul Thomas	20804433	6.90%	3,11,86,785	9.998%

V. INDEBTEDNESS

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

Particulars	Secured Loans (₹)	Unsecured Loans (₹)	Deposits (₹)	Total indebtedness (₹)
Indebtedness at the beginning of the Financial Year				
Principal amount	19,87,84,86,524.00	65,00,00,000.00	4,09,34,12,290.21	24,62,18,98,814.21
Interest due but not paid	Nil	Nil	16372.00	16,372.00
Interest accrued but not paid	14,22,28,726.36	-	1,14,722.30	14,23,43,448.66
Total	20,02,07,15,250.36	65,00,00,000.00	4,09,35,43,384.51	24,76,42,58,634.87
Changes in indebtedness during the period				
Additions	5,50,00,00,000	1,33,00,00,000.00	21,84,00,32,141.00	28,67,00,32,141.00
Reductions	10,61,19,83,888	-	70,25,19,907.00	11,31,45,03,795.18
Net change	-5,11,19,83,888	1,33,00,00,000.00	21,13,75,12,234.00	17,35,55,28,345.82
Indebtedness at the end of the Financial Year				
Principal amount	14,76,65,02,635	1,98,00,00,000.00	25,23,09,24,525.00	41,97,74,27,160.04
Interest due but not paid	Nil	Nil	4,14,46,268.47	4,14,46,268.47
Interest accrued but not paid	17,89,10,593.25	9,08,09,093.40	23,04,217.87	27,20,23,904.52
Total	14,94,54,13,228	2,07,08,09,093.40	25,27,46,75,011.34	42,29,08,97,333.03



V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

The Company has a Managing Director and an Executive Director

Sl. No.	Particulars of Remuneration	Kadambelil Paul Thomas Managing Director & CEO w.e.f FY 2017-18	Total Amount (₹)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1,19,58,000 21600	1,19,58,000 21600
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify (Sitting Fee)	1,20,000	1,20,000
	Total (A)	1,20,99,600	1,20,99,600
	Ceiling as per the Act	As per RBI Approval	As per RBI Approval

Note: The disclosure regarding remuneration of Directors and Key Managerial Personnel made for their tenure in office.

B. Remuneration to other directors

Particulars of Remuneration	Name				Total Amount (₹)
Independent Directors	Prabha Raveen-dranathan	Asha Morley	Alex Parackal George	George Joseph	
Fee for attending board committee meetings	8,00,000	7,70,000	6,20,000	6,40,000	28,30,000
Commission	NIL	NIL	NIL	NIL	NIL
Others, please specify	NIL	NIL	NIL	NIL	NIL
Total (1)	8,00,000	7,70,000	6,20,000	6,40,000	28,30,000
Other Non Execu-tive Directors	Assan Khan Akbar	Saneesh Singh	V A Joseph		
Fee for attending board committee meetings	9,20,000	6,20,000	6,80,000		22,20,000
Commission	NIL	NIL	NIL		NIL
Others, please specify	NIL	NIL	NIL		NIL
Total (2)	9,20,000	6,20,000	6,80,000		22,20,000
Total (1+2)					50,50,000

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD:

Particulars of Remuneration	Key Managerial Personnel		Total Amount (₹)
	CFO Padmakumar K.	Company Secretary Ranjith Raj P.	
Gross salary			
a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Excluding arrear for previous years)	19,23,276	9,19,509	28,42,785
b) Value of perquisites u/s 17(2) Income-tax Act, 1961	21600	NIL	NIL
c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL	NIL
Stock Option	NIL	NIL	NIL
Sweat Equity	NIL	NIL	NIL
Commission - as % of profit - Others, specify	NIL	NIL	NIL
Others Specify	NIL	NIL	NIL
Total	19,44,876	9,19,509	28,64,385

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Detailsof Pen-alty / 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

