

FORM MGT-9
EXTRACT OF ANNUAL RETURN

Annexure - II

as on the Financial Year ended on 31st March 2019
[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	U65990KL2016PLC045669
ii	Registration Date	05 May, 2016
iii	Name of the Company	ESAF SMALL FINANCE BANK LIMITED
iv	Category / Sub-Category of the Company	Public Limited Company
v	Address of the Registered office and contact details	Building No.VII/83/8, ESAF Bhavan, Mannuthy, Thrissur- Palakkad National Highway, Thrissur, Kerala, Pin-680651. Ph.No: 0487 7123456/ 457
vi	Whether listed company	Debt securities are listed with BSE Ltd.
vii	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 – 400078 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.

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Finance and Insurance Service	K1	100%

III. Particulars Of Holding, Subsidiary And Associate Companies

Sl. No.	Name and address of the company	CIN/GLN	Holding/ subsidiary/ associate	% of shares held	Applicable section
1	ESAF Financial Holdings Private Limited (Previously known as ESAF Microfinance and Investments Private Limited)	U65910TN1996PTC036650	Holding Company	65.62%	Section 2(87) of the Companies Act, 2013

IV. Share Holding Pattern

V. (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	
A. Promoters									
(1) Indian									
a. Individual/ HUF	-	3,11,86,790	3,11,86,790	9.998%	3,11,86,790		3,11,86,790	7.290%	(2.708%)
b. Central Govt	-	-	-	-	-	-	-	-	-
c.State Govt (s)	-		-	-	-	-	-	-	-
d.Body Corp.	-	28,07,58,391	28,07,58,391	90.002%	28,07,58,391	-	28,07,58,391	65.629%	(24.373%)
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-

Sub-total (A) (1):-	-	31,19,45,181	31,19,45,181	100.00%	31,19,45,181	-	31,19,45,181	72.919%	(27.081%)
2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Body Corporates.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A) (1) +(A)(2)	-	31,19,45,181	31,19,45,181	100.00%	31,19,45,181	-	31,19,45,181	72.919%	(27.081%)
B.Public Shareholding									
1.Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	1,87,17,244	-	1,87,17,244	4.375%	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	4,50,55,502	-	4,50,55,502	10.532%	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (M/s. ESAF Swasraya Multi State Agro Co – Operative Society Limited)	-	-	-	-	2,13,46,993	-	2,13,46,993	4.989%	-
Sub-total (B)(1):-	-	-	-	-	8,51,19,739	-	8,51,19,739	19.896%	-
2. Non-Institutions									
a) Body Corp.									
i) Indian	-	-	-	-	88,84,452	-	88,84,452	2.076%	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1. lakh	-	-	-	-	2,18,46,118	-	2,18,46,118	5.106%	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	3,07,30,570	-	3,07,30,570	7.182%	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	11,58,50,309	-	11,58,50,309	27.078%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	31,19,45,181	31,19,45,181	100.00%	42,77,95,490	-	42,77,95,490	100.00%	-

ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding 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 Financial Holdings Private Limited	28,07,58,391	90.002%	-	28,07,58,391	65.629%		(24.373%)
Kadambelil Paul Thomas	3,11,86,785	9.998%	-	3,11,86,785	7.290%	-	(2.708%)
Mereena Paul	1	-	-	1	-	-	-
Alok Thomas Paul	1	-	-	1	-	-	-
Emy Acha Paul	1	-	-	1	-	-	-
George K John	1	-	-	1	-	-	-
Beena George	1	-	-	1	-	-	-

iii) Change in Promoters' Shareholding

Sl No.		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
1	Mr. Kadambelil Paul Thomas				
	At the Beginning of the year	3,11,86,785	9.998%	3,11,86,785	9.998%
	Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/Sweat equity, etc.)		(2.708%)		(2.708%)
	At the end of the year	3,11,86,785	7.290%	3,11,86,785	7.290%

Sl No.		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
2	M/s ESAF Financial Holdings Private Limited				
	At the Beginning of the year	28,07,58,391	90.002%	28,07,58,391	90.002%
	Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/Sweat equity, etc.)		(24.373%)		(24.373%)
	At the end of the year	28,07,58,391	65.629%	28,07,58,391	65.629%

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

Sl. No.	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
1	M/s. PNB Metlife India Insurance Company Limited	-	-	2,13,46,993	4.990%
2	M/s. ESAF Swasraya Multi State Agro Co-Operative Society Limited	-	-	2,13,46,993	4.990%
3	Shri. Yusuffali Musaliam Veettil Abdul Kader	-	-	2,13,46,993	4.990%
4	M/s. Muthoot Finance Limited	-	-	1,87,17,244	4.375%
5	M/s. Bajaj Allianz Life Insurance Company Limited	-	-	1,74,69,428	4.084%
6	M/s. PI Ventures LLP	-	-	87,34,714	2.042%
7	M/s. ICICI Lombard General Insurance Company Limited	-	-	62,39,081	1.458%
8	Shri. John Chakola	-	-	2,49,563	0.058%
9	M/s. Lahanti Lastmile Services Private Limited	-	-	1,49,738	0.035%
10	Shri. Abraham K. John	-	-	1,24,781	0.029%

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	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
1	Shri. Kadambelil Paul Thomas	3,11,86,785	9.998%	3,11,86,785	7.290%
2	Shri. Assan Khan Akbar	-	-	1,24,781	0.029%

VI. Indebtedness

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

Particulars	Secured Loans excluding Deposits (Rs.)	Unsecured Loans (Rs.)	Deposits (Rs.)*	Total Indebtedness (Rs.)
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	14,76,65,02,635	1,98,00,00,000	NA	16,74,65,02,635
ii) Interest due but not paid	Nil	Nil	NA	Nil
iii) Interest accrued but not paid	17,89,10,593	9,08,09,093	NA	26,97,19,687
Total (i+ii+iii)	14,94,54,13,228	2,07,08,09,093	NA	17,01,62,22,322
Change in Indebtedness during the period	Nil	Nil	NA	Nil
Reductions	Nil	Nil	NA	Nil
Net Change	(8,68,66,637)	36,11,55,016	NA	27,42,88,379
Indebtedness at the end of the Financial Year				
Principal Amount	14,64,35,94,786	2,38,00,00,000	NA	17,02,35,94,786
ii) Interest due but not paid	Nil	Nil	NA	Nil
Interest accrued but not paid	21,49,51,805	5,19,64,110	NA	26,69,15,915
Total (i+ii+iii)	14,85,85,46,591	2,43,19,64,110	NA	17,29,05,10,701

*Section 73 (1) of the Companies Act, 2013, states that the provisions of the said Act relating to acceptance of deposits by companies do not apply to a Banking company as defined in the Reserve Bank of India Act, 1934. Accordingly, information relating to the Bank's deposits is not disclosed in the table above. As per the applicable provisions of the Banking Regulation Act, 1949, details of the Bank's deposits have been included under Schedule 3 - Deposits, in the preparation and presentation of the financial statements of the Bank.

VII. Remuneration Of Directors And Key Managerial Personnel

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

Sl. No.C	Particulars of Remuneration	Name of MD/WT/ Manager	Total Amount (Rs.)
		Shri. Kadambelil Paul Thomas (Managing Director and Chief Executive Officer) (Rs.)	
	Gross salary		
1	(a) Salary as per provisions contained in Section 17(1) of the In- come-Tax Act, 1961	1,25,45,200	1,25,45,200
	(b) Value of Perquisites under Section 17(2) of the Income-Tax Act, 1961	Nil	Nil
	(c) Profits in lieu of Salary under Section 17(3) of the Income-Tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission		
	• As Percentage of Profit	Nil	Nil
	• Others (specify)	Nil	Nil
5	Others	Nil	Nil
	Total (A)	1,25,45,200	1,25,45,200
	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.

A. Remuneration to Other Directors:

Particulars of Remuneration	Name					Total Amount (Rs.)
Independent Directors	Mr. Prabha Raveen-dranathan	Mrs. Asha Morley	Mr. Alex Par-ackal George	Mr. George Joseph	Dr. V.A. Joseph	
Fee for attending Board and Committee Meetings	17,80,000	10,90,000	10,70,000	11,90,000	15,80,000	67,10,000
Commission	Nil	Nil	Nil	Nil	Nil	Nil
Others	Nil	Nil	Nil	Nil	Nil	Nil
Total	17,80,000	10,90,000	10,70,000	11,90,000	15,80,000	67,10,000

Other Non-Executive Directors	Mr. Assan Khan Akbar	Mr. Kadambelil Paul Thomas	Mr. Saneesh Singh	
Fee for attending Board and Committee Meetings	16,40,000	3,20,000	10,30,000	29,90,000
Commission	Nil	Nil	Nil	Nil
Others	Nil	Nil	Nil	Nil
Total	16,40,000	3,20,000	10,30,000	29,90,000
Total (1+2)				97,00,000

B. Remuneration to Key Managerial Personnel other than MD/Manager/Whole Time Director:

Sl. No.	Particulars of Remuneration	Name of Key Managerial Person			Total Amount (Rs.)
		Mr. Padmakumar. K. (Chief Financial Officer) (Till 04 September 2018)	Mr. Gireesh. C.P. (Chief Financial Officer) (From 05 September 2018)	Mr. Ranjith. Raj. P. (Company Secretary)	
	Gross salary				
1	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	16,87,408	25,12,837	14,44,121	56,44,366
	(b) Value of Perquisites under Section 17(2) of the Income-Tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of Salary under Section 17(3) of the In-come-Tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission				
	• As Percentage of Profit	Nil	Nil	Nil	Nil
	• Others (specify)	Nil	Nil	Nil	Nil
5	Others	Nil	Nil	Nil	Nil
	Total	16,87,408	25,12,837	14,44,121	56,44,366

VIII. Penalties/ Punishment/ Compounding Of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punish- ment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any
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

For and on behalf of the Board of Directors

Sd/-
Prabha Raveendranathan
Chairman

Sd/-
Kadambelil Paul Thomas
Managing Director & CEO

Date: 10th May, 2019
Place: Thrissur

