

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on 31st March, 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	U65990KL2016PLC045669
ii.	Registration Date	05th 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	M/s. Link Intime India Private Limited C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 083 Tel : 022 – 4918 6270
viii.	Debenture Trustee	CATALYST TRUSTEESHIP LIMITED, Office No.83-87, 08th Floor, B-Wing, Mittal Tower, Nariman Point, Mumbai – 400 021 Tel No.: +91 (022) 4922 0555, +91 9967404838

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.	Banking and Financial Services	64191	100%

III. Particulars of Holding, Subsidiary and Associate Companies

The Bank does not have any Holding, subsidiary or associate companies.

IV. Share Holding Pattern

(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	7.290%	3,11,86,790	-	3,11,86,790	7.290%	-
b. Central Govt	-	-	-	-	-	-	-	-	-
c. State Govt (s)	-	-	-	-	-	-	-	-	-
d. Body Corp.	28,07,58,391	-	28,07,58,391	65.629%	28,07,58,391	-	28,07,58,391	65.629%	-
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	31,19,45,181	-	31,19,45,181	72.919%	31,19,45,181	-	31,19,45,181	72.919%	-
(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	72.919%	31,19,45,181	-	31,19,45,181	72.919%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1,87,17,244	-	1,87,17,244	4.375%	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%	4,50,55,502	-	4,50,55,502	10.532%	-
g) FIs	-	-	-	-	-	-	-	-	-
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%	2,13,46,993	-	2,13,46,993	4.989%	-
Sub-total (B)(1):-	8,51,19,739	-	8,51,19,739	19.896%	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%	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%	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%	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%	11,58,50,309	-	11,58,50,309	27.078%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	42,77,95,490	-	42,77,95,490	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	65.629%	-	28,07,58,391	65.629%	-	-
Kadambelil Paul Thomas	3,11,86,785	7.290%	-	3,11,86,785	7.290%	-	-
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	7.290%	3,11,86,785	7.290%
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
	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	65.629%	28,07,58,391	65.629%
	Date wise /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	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%	2,13,46,993	4.990%
2.	M/s. ESAF Swasraya Multi State Agro Co-Operative Society Limited	2,13,46,993	4.990%	2,13,46,993	4.990%
3.	Shri. Yusuffali Musaliyam Veettil Abdul Kader	2,13,46,993	4.990%	2,13,46,993	4.990%
4.	M/s. Muthoot Finance Limited	1,87,17,244	4.375%	1,87,17,244	4.375%
5.	M/s. Bajaj Allianz Life Insurance Company Limited	1,74,69,428	4.084%	1,74,69,428	4.084%
6.	M/s. PI Ventures LLP	87,34,714	2.042%	87,34,714	2.042%
7.	M/s. ICICI Lombard General Insurance Company Limited	62,39,081	1.458%	62,39,081	1.458%
8.	Shri. John Chakola	2,49,563	0.058%	2,49,563	0.058%
9.	M/s. Lahanti Lastmile Services Private Limited	1,49,738	0.035%	1,49,738	0.035%
10.	Shri. Abraham. K. John	1,24,781	0.029%	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	7.290%	3,11,86,785	7.290%
2.	Shri. Assan Khan Akbar	1,24,781	0.029%	1,24,781	0.029%

V. Remuneration of Directors and Key Managerial Personnel

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

Sl. No.	Particulars of Remuneration	Name of MD/WT/ Manager	
		Shri. Kadambelil Paul Thomas (Managing Director and Chief Executive Officer)	Total Amount (Rs.)
1.	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	1,31,93,000	1,31,93,000
	(b) Value of Perquisites under Section 17(2) of the Income-Tax Act, 1961	39,600	39,600
	(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)	1,32,32,600	1,32,32,600
	Ceiling as per the Act	As per RBI Approval	As per RBI Approval

B. Remuneration to Other Directors:

Sl. No.	Name of the Director	Particulars of Remuneration			
		Fee for attending Board and Committee meetings	Commission	Others	Total
Independent Directors					
1.	Shri. Prabha Raveendranathan	12,50,000	NIL	NIL	12,50,000
2.	Shri. Ravimohan Periyakavil Ramakrishnan	5,70,000	NIL	NIL	5,70,000
3.	Dr. V.A. Joseph	16,40,000	NIL	NIL	16,40,000
4.	Smt. Asha Morley	12,30,000	NIL	NIL	12,30,000
5.	Shri. Alex Parackal George	10,50,000	NIL	NIL	10,50,000
6.	Shri. George Joseph	11,90,000	NIL	NIL	11,90,000
7.	Shri. Thomas Jacob Kalappila	NIL	NIL	NIL	NIL
Other Non-Executive Directors					
1.	Shri. Assan Khan Akbar	15,60,000	NIL	NIL	15,60,000
2.	Shri. Saneesh Singh	10,30,000	NIL	NIL	10,30,000
Total					95,20,000

Note: The disclosure regarding Remuneration of Directors are made for their tenure in office.

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

Sl. No		Name of the Key Managerial Person	Designation	Particulars of Remuneration						
				Gross Salary			Commission		Others	Total
				Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	Value of Perquisites under Section 17(2) of the Income-Tax Act, 1961	Profits in lieu of Salary under Section 17(3) of the Income-Tax Act, 1961	Stock Option	Sweat Equity		
1	Shri. Gireesh C.P	Chief Financial Officer		47,07,739.00	-	-	-	-	-	47,07,739.00
2	Shri. Ranjith Raj P	Company Secretary		13,72,697.00	-	-	-	-	-	13,72,697.00
3	Shri. M.G. Ajayan	Executive Vice President - Operations		17,88,623.00	-	-	-	-	-	17,88,623.00
4	Shri. George Thomas	Executive Vice President - Corporate Services		38,12,000.00	27,000.00	-	-	-	-	38,39,000.00
5	Shri. George K John	Executive Vice President - Business		38,10,102.00	32,400.00	-	-	-	-	38,42,502.00
6	Shri. Sivasankaran N	Chief Compliance Officer		21,26,664.00	-	-	-	-	-	21,26,664.00
7	Shri. K R Mohanachandran	Chief Risk Officer		27,03,907.00	-	-	-	-	-	27,03,907.00
8	Shri. Dominic Joseph	Chief Vigilance Officer		12,88,679.00	-	-	-	-	-	12,88,679.00
9	Shri. Antoo. P.K	Head - Internal Audit		5,49,191.00	-	-	-	-	-	5,49,191.00

Note: The disclosure regarding Remuneration of Key Managerial Personnel are made for their tenure in office.

VI. Penalties/ Punishment/ Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ 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/-

Ravimohan Periyakavil Ramakrishnan

Chairman

Sd/-

Kadambelil Paul Thomas

Managing Director & CEO

Date : 08th July, 2020

Place : Thrissur