

Annexure – II

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the Financial Year ended on 31st March, 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	U65990KL2016PLC045669
ii.	Registration Date	05 th 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, Thrissur – Palakkad National Highway, Mannuthy, Thrissur, Kerala, PIN-680 651. Ph. No: 0487 7123456/ 457
vi.	Whether listed company	Debt securities are listed with BSE Limited.
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	M/s. Catalyst Trusteeship Limited Office No.83-87, 08 th 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.	Monetary intermediation of Commercial Banks, Savings Banks, Postal Savings Bank and Discount Houses	64191	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Bank does not have any Holding, Subsidiary or Associate companies.

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the year
ii) Individual shareholders holding nominal share capital in excess of ₹ 1. lakh	2,18,46,118	-	2,18,46,118	5.106%	4,14,57,760	-	4,14,57,760	9.224%	4.118%
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	3,07,30,570		3,07,30,570	7.182%	5,03,42,212		5,03,42,212	11.200%	4.018%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	11,58,50,309		11,58,50,309	27.078%	13,75,28,617		13,75,28,617	30.597%	3.519%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	42,77,95,490		42,77,95,490	100.00%	44,94,73,798		44,94,73,798	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	62.464%	-	(3.165)
Kadambelil Paul Thomas	3,11,86,785	7.290%	-	3,11,86,785	6.939%	-	(0.351)
Mrs. Mereena Paul	1	-	-	1	-	-	-
Mr. Alok Thomas Paul	1	-	-	1	-	-	-
Mrs. Emy Acha Paul	1	-	-	1	-	-	-
Mr. George K John	1	-	-	1	-	-	-
Mrs. Beena George	1	-	-	1	-	-	-

iii) Change in Promoters' Shareholding

Sl. No	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1. Mr. Kadambelil Paul Thomas	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the Beginning of the year	3,11,86,785	7.290%	3,11,86,785	6.939%
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	6.939%

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	62.464%
	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	62.464%

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		Shareholding during the end of the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	M/s. ESAF Swasraya Multi State Agro Co-Operative Society Limited (ESMACO)	2,13,46,993	4.990%	2,24,13,659	4.987%
2.	Shri. Yusuffali Musaliam Veettil Abdul Kader	2,13,46,993	4.990%	2,24,13,659	4.987%
3.	M/s. PNB Metlife India Insurance Company Limited	2,13,46,993	4.990%	2,13,46,993	4.749%
4.	M/s. Muthoot Finance Limited	1,87,17,244	4.375%	1,87,17,244	4.164%
5.	M/s. Bajaj Allianz Life Insurance Company Limited	1,74,69,428	4.084%	1,74,69,428	3.887%
6.	Shri. George Ittan Maramkandathil	-	-	1,33,33,333	2.966%
7.	M/s. PI Ventures LLP	87,34,714	2.042%	87,34,714	1.943%
8.	M/s. ICICI Lombard General Insurance Company Limited	62,39,081	1.458%	62,39,081	1.388%
9.	Shri. George Mammoottil Thomas	-	-	10,00,000	0.222%
10.	Shri. George Thomas (in the capacity as Chairman of M/s. ESAF Staff Welfare Trust)	-	-	10,00,000	0.222%

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Shareholding during the end of 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	6.939%

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/WTD/ Manager	Total Amount (₹)
		Shri. Kadambelil Paul Thomas (Managing Director and Chief Executive Officer)	
1.	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	1,40,13,898	1,40,13,898
	(b) Value of Perquisites under Section 17(2) of the Income-Tax Act, 1961	6,09,600	6,09,600
	(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
	Commission		
4.	• As Percentage of Profit	NIL	NIL
	• Others (specify)	NIL	NIL
5.	Others	NIL	NIL
	Total (A)	1,46,23,498	1,46,23,498
	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. Ravimohan Periyakavil Ramakrishnan	21,20,000	NIL	NIL	21,20,000
2.	Dr. Vadakkekara Antony Joseph	20,00,000	NIL	NIL	20,00,000
3.	Shri. Thomas Jacob Kalappila	14,40,000	NIL	NIL	14,40,000
4.	Smt. Asha Morley	14,40,000	NIL	NIL	14,40,000
5.	Shri. Alex Parackal George	12,00,000	NIL	NIL	12,00,000
6.	Shri. Santhosh George	2,80,000	NIL	NIL	2,80,000
Other Non-Executive Directors					
1.	Shri. Chandanathil Pappachan Mohan	14,60,000	NIL	NIL	14,60,000
2.	Shri. Saneesh Singh	11,60,000	NIL	NIL	11,60,000
3.	Shri. Assan Khan Akbar	2,10,000	NIL	NIL	2,10,000
Total					1,13,10,000

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:

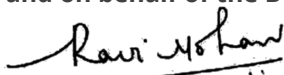
Sl. No.	Name of the KMP	Designation	Gross Salary		Commission				Others	Total
			Salary as per Provisions contained in 17(1) of Income Tax Act, 1961	Value of Perquisites under Section 17(2) of Income Tax Act, 1961	Profits in Lieu of Salary under Section 17(3) of Income Tax Act, 1961	Stock Option	Sweat Equity	As percentage of Profit		
1.	Shri. Gireesh C P	Chief Financial Officer	50,34,928.00	-	-	-	-	-	-	50,34,928.00
2.	Shri. Ranjith Raj P	Company Secretary	14,57,174.00	-	-	-	-	-	-	14,57,174.00
3.	Shri. M G Ajayan	Executive Vice President - Operations	37,87,798.00	-	-	-	-	-	-	37,87,798.00
4.	Shri. George Thomas	Executive Vice President - Corporate Services	49,06,897.00	32,400.00	-	-	-	-	-	49,39,297.00
5.	Shri. George K John	Executive Vice President - Business	37,92,043.00	39,600.00	-	-	-	-	-	38,31,643.00
6.	Shri. KRMohanachandran	Chief Risk Officer	29,23,760.00	-	-	-	-	-	-	29,23,760.00
7.	Shri. Dominic Joseph	Chief Vigilance Officer	14,84,975.00	-	-	-	-	-	-	14,84,975.00
8.	Shri. Antoo P K	Head - Internal Audit	13,36,350.00	-	-	-	-	-	-	13,36,350.00
9.	Shri. Sivasankaran N	Chief Compliance Officer	13,42,142.00	-	-	-	-	-	-	13,42,142.00

Note: The disclosure regarding Remuneration of Key Managerial Personnel (other than MD / Manager/ WTD) 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



Ravimohan Periyakavil Ramakrishnan

Part Time Chairman and Non-Executive Independent Director



Kadambelil Paul Thomas

Managing Director & CEO

Date: September 7, 2021

Place: Thrissur