

# FORM NO. MGT-7

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



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U65990KL2016PLC045669

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAECE2619Q

(ii) (a) Name of the company

ESAF SMALL FINANCE BANK LI

(b) Registered office address

BUILDING NO.VII/83/8,ESAF BHAVAN, THRISSUR-PALAKKAD NATIONAL HIGHWAY, MANNUTHY, NA  
THRISSUR  
Thrissur  
Kerala  
686651

(c) \*e-mail ID of the company

secretarial@esafbank.com

(d) \*Telephone number with STD code

04877123456

(e) Website

(iii) Date of Incorporation

05/05/2016

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

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

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

29/12/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

F63493688

Pre-fill

(e) Extended due date of AGM after grant of extension

31/12/2023

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K1	Banking activities by Central, Commercial and Saving banks	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1				
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#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	600,000,000	449,473,798	449,473,798	449,473,798
Total amount of equity shares (in Rupees)	6,000,000,000	4,494,737,980	4,494,737,980	4,494,737,980

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares				
Number of equity shares	600,000,000	449,473,798	449,473,798	449,473,798
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6,000,000,000	4,494,737,980	4,494,737,980	4,494,737,980

###### (b) Preference share capital

Particulars	Authorised 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	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	449,473,798	449,473,798	4,494,737,944	4,494,737,944	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	449,473,798	449,473,798	4,494,737,944	4,494,737,944	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify				0	0	
<input type="text" value="0"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<input type="text" value="0"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

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

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

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.

Date of the previous annual general meeting	<input type="text" value="13/12/2022"/>
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Date of registration of transfer (Date Month Year)	<input type="text" value="16/03/2023"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="16,666"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="DEMAT:DP ID:12010900 CL ID:1201090004131690"/>
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Transferor's Name	<input type="text" value="LEO"/>	<input type="text"/>	<input type="text" value="JOSEPH"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="DEMAT (DP ID:IN300214), CL ID:55330"/>
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Transferee's Name	<input type="text" value="MAGIE"/>	<input type="text"/>	<input type="text" value="MEREENA"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	1,750	10,00,000 (For 1730 units)	1,930,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			1,930,000,000

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	1,930,000,000	0	0	1,930,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

31,415,722,000

(ii) Net worth of the Company

17,091,283,000

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	31,186,785	6.94	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	280,758,396	62.46	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	311,945,181	69.4	0	0

**Total number of shareholders (promoters)**

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,379,323	0.53	0	
	(ii) Non-resident Indian (NRI)	39,078,437	8.69	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	45,055,502	10.02	0	

4.	Banks	0	0	0	
5.	Financial institutions	18,717,244	4.16	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8,884,452	1.98	0	
10.	Others ESAF Swasraya Multi State /	23,413,659	5.21	0	
	<b>Total</b>	137,528,617	30.59	0	0

**Total number of shareholders (other than promoters)**

85

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

87

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	84	85
Debenture holders	3	3

**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 held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	6.94	0
<b>B. Non-Promoter</b>	0	6	0	6	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	6	0	6	0	0
<b>C. Nominee Directors representing</b>	0	2	0	2	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	2	0	1	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	1	0	0
Total	1	8	1	8	6.94	0

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

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAVIMOHAN PERIYAK	08534931	Director	0	
KADAMBELIL PAUL TH	00199925	Managing Director	31,186,785	
VADAKKEKAKARA AN	00181554	Director	0	16/08/2023
THOMAS JACOB KALA	00812892	Director	0	
VINOD VIJAYALEKSHM	02503201	Director	0	
KOLASSERIL CHANDE	01735529	Director	0	
AJAYAN MANGALATH	09782416	Nominee director	0	
RAVI VENKATRAMAN	00307328	Director	0	
JOHN SAMUEL	07725212	Nominee director	0	
GIREESH CHANDRATH	ABDPN1435C	CFO	0	
RANJITH RAJ PARAME	BHZPR4853F	Company Secretar	0	

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

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KOLASSERIL CHANDR	01735529	Director	13/12/2022	Appointment
AJAYAN MANGALATH	09782416	Nominee director	13/12/2022	Appointment
RAVI VENKATRAMAN	00307328	Director	13/12/2022	Appointment
JOHN SAMUEL	07725212	Nominee director	13/12/2022	Appointment
VINOD VIJAYALEKSHM	02503201	Director	13/12/2022	Change in designation
SANEESH SINGH	02254868	Nominee director	26/07/2022	Cessation
MOHAN CHANDANATH	02661757	Nominee director	31/10/2022	Cessation
ALEX PARACKAL GEO	07491420	Director	12/12/2022	Cessation
ASHA MORLEY	02012799	Director	12/12/2022	Cessation

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

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

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	13/12/2022	86	25	81.48
EXTRA ORDINARY GENERAL MEETING	09/03/2023	86	16	76.05

### B. BOARD MEETINGS

\*Number of meetings held

14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2022	9	9	100
2	24/05/2022	9	9	100
3	20/06/2022	9	9	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	10/08/2022	8	8	100
5	20/09/2022	8	8	100
6	23/09/2022	8	8	100
7	29/09/2022	8	8	100
8	12/10/2022	8	8	100
9	10/11/2022	7	7	100
10	03/12/2022	7	6	85.71
11	08/02/2022	9	9	100
12	06/03/2023	9	7	77.78

### C. COMMITTEE MEETINGS

Number of meetings held

44

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	09/05/2022	4	4	100
2	Audit Committee	20/06/2022	4	4	100
3	Audit Committee	10/08/2022	4	4	100
4	Audit Committee	09/11/2022	3	3	100
5	Audit Committee	07/02/2023	5	5	100
6	Audit Committee	14/03/2023	5	5	100
7	Risk Management	16/06/2022	4	4	100
8	Risk Management	20/09/2022	4	4	100
9	Risk Management	01/12/2022	4	4	100
10	Risk Management	13/03/2022	5	5	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/12/2023
								(Y/N/NA)
1	RAVIMOHAN	14	14	100	27	27	100	Yes
2	KADAMBELIL	14	14	100	29	29	100	Yes
3	VADAKKEKAL	14	13	92.86	29	29	100	Yes
4	THOMAS JAC	14	14	100	20	20	100	Yes
5	VINOD VIJAY	14	11	78.57	10	10	100	Yes
6	KOLASSERIL	4	4	100	5	5	100	Yes
7	AJAYAN MAN	4	4	100	11	11	100	Yes
8	RAVI VENKAT	4	4	100	5	5	100	Yes
9	JOHN SAMUE	4	4	100	6	6	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri. Kadambelil Pa	Managing Direct	28,800,000	0	0	0	28,800,000
	Total		28,800,000	0	0	0	28,800,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GIREESH C P	CFO	5,485,388	0	0	0	5,485,388
2	RANJITH RAJ P	COMPANY SEC	2,260,364	0	0	0	2,260,364
	Total		7,745,752	0	0	0	7,745,752

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### 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.

Name

DHANYA TP

Whether associate or fellow

Associate  Fellow

Certificate of practice number

15006

**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.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

PAUL THOMAS KADAMBELIL  
Digitally signed by PAUL THOMAS KADAMBELIL  
Date: 2024.02.17 13:13:51 +05'30'

DIN of the director

**To be digitally signed by**

DHANY A T P  
Digitally signed by DHANY A T P  
Date: 2024.02.17 13:18:08 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

**List of attachments**

<b>Attach</b>	Approval letter for extention of AGM.pdf
<b>Attach</b>	Attendance of Directors during the financia
<b>Attach</b>	Board Meeting held during the FY -22-23.p
<b>Attach</b>	Committee Meetings held during the FY 22
<b>Attach</b>	List of Designated KMPs.pdf
<b>Attach</b>	List of Shareholders and Debentureholders
<b>Attach</b>	MGT-8.pdf

**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

