

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return

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,
THRISSUR
Thrissur
Kerala
686551

(c) *e-mail ID of the company

secretarial@esafbank.com

(d) *Telephone number with STD code

04877123456

(e) Website

www.esafbank.com

(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

(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 (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ESAF FINANCIAL HOLDINGS PF	U65910TN1996PTC036650	Associate	65.62

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	450,000,000	427,795,490	427,795,490	427,795,490
Total amount of equity shares (in Rupees)	4,500,000,000	4,277,954,900	4,277,954,900	4,277,954,900

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARE CAPITAL				
Number of equity shares	450,000,000	427,795,490	427,795,490	427,795,490
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	4,500,000,000	4,277,954,900	4,277,954,900	4,277,954,900

(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
Equity shares				
At the beginning of the year	311,945,181	3,119,451,810	3,119,451,810	
Increase during the year	115,850,309	1,158,503,090	1,158,503,090	3,483,618,792
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	115,850,309	1,158,503,090	1,158,503,090	3,483,618,792
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	427,795,490	4,277,954,900	4,277,954,900	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

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

0

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

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

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,230	1000000	2,230,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,344,712,024
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			12,713,960,321
Deposit			0
Total			17,288,672,345

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	1,830,000,000	400,000,000	0	2,230,000,000
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**

11,407,890,698

(ii) Net worth of the Company

8,936,909,397

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	31,186,785	7.29	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	280,758,391	65.63	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	
	Total	311,945,176	72.92	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	374,349	0.09	0	
	(ii) Non-resident Indian (NRI)	21,471,774	5.02	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	10.53	0	
4.	Banks	0	0	0	
5.	Financial institutions	18,717,244	4.38	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	2.08	0	
10.	Others ESAF SWASRAYA MULTI ST/	21,346,993	4.99	0	
	Total	115,850,314	27.09	0	0

Total number of shareholders (other than promoters)

16

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

18

**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)	5	16
Debenture holders	42	48

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

A. Promoter	1	2	1	1	7.29	0.03
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	1	0	0
(i) Banks & FIs	0	0	0	1	0	0
(ii) Investing institutions	0	0	0	0	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	0	0	0
Total	1	7	1	7	7.29	0.03

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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)
KADAMBELIL PAUL TH	00199925	Managing Director	31,186,785	
ASSAN KHAN AKBAR	00679740	Director	124,781	
PRABHA RAVEENDRA	01828812	Director	0	
GEORGE JOSEPH	00253754	Director	0	
ASHA MORLEY	02012799	Director	0	
SANEESH SINGH	02254868	Nominee director	0	
ALEX PARACKAL GEO	07491420	Director	0	
JOSEPH VADAKKEKAI	00181554	Director	0	
GIREESH CHANDRATH	ABDPN1435C	CFO	0	
RANJITH RAJ PARAM	BHZPR4853F	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 5

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)
KADAMBELIL PAUL TH	00199925	Managing Director	02/06/2018	CHANGE IN DESIGNATION
KADAMBELIL PAUL TH	00199925	Director	01/10/2018	CHANGE IN DESIGNATION
GIREESH CHANDRATH	ABDPN1435C	CFO	05/09/2018	APPOINTMENT
PADMAKUMAR KOCHI	ARSPP8781C	CFO	04/09/2018	CESSATION
SANEESH SINGH	02254868	Director	05/12/2018	CHANGE IN DESIGNATION

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

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	28/09/2018	11	7	87.7
EXTRAORDINARY GENER	22/05/2018	7	7	100
EXTRAORDINARY GENER	13/06/2018	7	7	100
EXTRAORDINARY GENER	26/07/2018	7	7	100
EXTRAORDINARY GENER	26/09/2018	11	6	83.05

B. BOARD MEETINGS

*Number of meetings held

17

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/05/2018	8	8	100
2	04/06/2018	8	8	100
3	13/06/2018	8	8	100
4	29/06/2018	8	7	87.5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	26/07/2018	8	8	100
6	31/07/2018	8	8	100
7	04/09/2018	8	8	100
8	24/09/2018	8	7	87.5
9	25/09/2018	8	8	100
10	28/09/2018	8	8	100
11	01/10/2018	8	8	100
12	03/10/2018	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

37

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	24/04/2018	4	4	100
2	Audit Committee	22/05/2018	4	4	100
3	Audit Committee	31/07/2018	4	4	100
4	Audit Committee	05/11/2018	4	4	100
5	Audit Committee	07/02/2019	4	4	100
6	udit Committee	25/03/2019	4	4	100
7	Nomination an	22/05/2018	6	6	100
8	Nomination an	13/06/2018	6	6	100
9	Nomination an	26/07/2018	6	6	100
10	Nomination an	28/09/2018	6	6	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	06/08/2019
								(Y/N/NA)
1	KADAMBELIL	17	17	100	10	10	100	Yes
2	ASSAN KHAN	17	17	100	24	24	100	Yes
3	PRABHA RAV	17	17	100	23	23	100	Yes
4	GEORGE JOS	17	17	100	17	17	100	Yes
5	ASHA MORLE	17	16	94.12	16	16	100	Yes
6	SANEESH SIM	17	16	94.12	12	12	100	Yes
7	ALEX PARAC	17	17	100	13	13	100	Yes
8	JOSEPH VAD	17	17	100	21	21	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	12,545,200	0	0	0	12,545,200
	Total		12,545,200	0	0	0	12,545,200

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR PADMAKUMAR	CFO	1,687,408	0	0	0	1,687,408
2	MR GIREESH CP	CFO	2,512,837	0	0	0	2,512,837
3	MR RANJITH RAJ	COMPANY SEC	1,444,121	0	0	0	1,444,121
	Total		5,644,366	0	0	0	5,644,366

Number of other directors whose remuneration details to be entered

8

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	PRABHA RAVEENI	DIRECTOR	0	0	0	1,780,000	1,780,000
2	ASSAN KHAN AKB	DIRECTOR	0	0	0	1,640,000	1,640,000
3	ASHA MORLEY	DIRECTOR	0	0	0	1,090,000	1,090,000
4	SANEESH SINGH	DIRECTOR	0	0	0	1,030,000	1,030,000
5	ALEX PARACKAL C	DIRECTOR	0	0	0	1,070,000	1,070,000
6	GEORGE JOSEPH	DIRECTOR	0	0	0	1,190,000	1,190,000
7	JOSEPH VADAKKE	DIRECTOR	0	0	0	1,580,000	1,580,000
8	KADAMBELIL PAUL	DIRECTOR	0	0	0	320,000	320,000
	Total		0	0	0	9,700,000	9,700,000

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

RAMACHANDRAN SANTA KRISHNAPRASAD

Whether associate or fellow

Associate Fellow

Certificate of practice number

7379

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. ... 08 dated 05/09/2019

(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

Digitally signed by
PAUL THOMAS
KADAMBELIL
Date: 2019.10.03
17:37:12 +05'30'

DIN of the director

00199925

To be digitally signed by

Ramachandran
Santha Krishna
Prasad

- Company Secretary
 Company secretary in practice

Membership number

7080

Certificate of practice number

7379

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

Attach
Attach
Attach
Attach

List of attachments

list of share and debenture holders.pdf
List of Committee Meetings held during the
Dates of Meetings of the Board.pdf
MGT 8- signed.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