

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,
THRISSUR
Thrissur
Kerala
686651

(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				

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

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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	427,795,490	427795490	4,277,954,900	4,277,954,900	
Increase during the year	0	21,678,308	21678308	216,783,080	216,783,080	1,409,090,000
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	21,678,308	21678308	216,783,080	216,783,080	1,409,090,000

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 NIL				0	0	
Decrease during the year	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 NIL				0	0	
At the end of the year	0	449,473,798	449,473,798	4,494,737,9	4,494,737,9	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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	0	
Decrease during the year	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	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE818W08011

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

Transferee's Name			
	Surname	middle name	first name

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

Ledger Folio of Transferee	
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Transferee's Name			
	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	2,230	1000000	2,230,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			2,230,000,000

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	2,230,000,000	0	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

17,672,767,000

(ii) Net worth of the Company

13,520,633,261

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	
	Total	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	

	Total	137,528,617	30.59	0	0
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Total number of shareholders (other than promoters)

84

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

86

**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)	16	84
Debenture holders	57	63

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	0	1	0	6.94	0
B. Non-Promoter	0	5	0	6	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	6	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	2	0	2	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	8	6.94	0

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

11

(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)
JOSEPH VADAKKEKARI	00181554	Director	0	
PAUL THOMAS KADAM	00199925	Managing Director	31,186,785	
THOMAS JACOB KALA	00812892	Director	0	
ASHA MORLEY	02012799	Director	0	
SANEESH SINGH	02254868	Nominee director	0	
MOHAN CHANDANATH	02661757	Nominee director	0	
ALEX PARACKAL GEO	07491420	Director	0	
RAVIMOHAN PERIYAK	08534931	Director	0	
SANTHOSH GEORGE	07831505	Director	0	26/05/2021
RANJITH RAJ PARAMES	BHZPR4853F	Company Secretary	0	
GIREESH CHANDRATH	ABDPN1435C	CFO	0	

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

4

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)
ASSAN KHAN AKBAR	00679740	Director	04/05/2020	CESSATION
MOHAN CHANDANATH	02661757	Nominee director	29/05/2020	APPOINTMENT
SANTHOSH GEORGE	07831505	Director	08/12/2020	APPOINTMENT
THOMAS JACOB KALA	00812892	Additional director	10/08/2020	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

3

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	10/08/2020	18	15	92.96
EXTRA-ORDINARY GENERAL MEETING	08/12/2020	18	13	83
EXTRA-ORDINARY GENERAL MEETING	24/03/2021	18	9	87.27

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/04/2020	8	8	100
2	29/05/2020	7	7	100
3	30/06/2020	8	8	100
4	29/07/2020	8	8	100
5	27/08/2020	8	8	100
6	10/11/2020	8	8	100
7	27/11/2020	8	8	100
8	08/12/2020	8	8	100
9	04/02/2021	9	9	100
10	06/03/2021	9	9	100
11	20/03/2021	9	9	100
12	31/03/2021	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

50

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 MEETING	17/04/2020	4	4	100

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
2	AUDIT COMM	29/05/2020	3	3	100
3	AUDIT COMM	29/07/2020	5	5	100
4	AUDIT COMM	29/09/2020	5	5	100
5	AUDIT COMM	22/10/2020	5	5	100
6	AUDIT COMM	10/11/2020	5	5	100
7	AUDIT COMM	04/02/2021	5	5	100
8	AUDIT COMM	31/03/2021	5	5	100
9	RISK MANAGI	29/05/2020	3	3	100
10	RISK MANAGI	29/06/2020	4	4	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	29/09/2021
								(Y/N/NA)
1	JOSEPH VAD	12	12	100	34	34	100	Yes
2	PAUL THOMA	12	12	100	31	31	100	Yes
3	THOMAS JAC	12	12	100	20	20	100	Yes
4	ASHA MORLE	12	12	100	20	20	100	Yes
5	SANEESH SIM	12	12	100	14	14	100	Yes
6	MOHAN CHAI	10	10	100	24	24	100	Yes
7	ALEX PARAC	12	12	100	14	14	100	Yes
8	RAVIMOHAN	12	12	100	37	37	100	Yes
9	SANTHOSH C	4	4	100	1	1	100	No

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	14,623,498	0	0	0	14,623,498
	Total		14,623,498	0	0	0	14,623,498

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	5,034,928	0	0	0	5,034,928
2	RANJITH RAJ P	COMPANY SEC	1,457,174	0	0	0	1,457,174
	Total		6,492,102	0	0	0	6,492,102

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVIMOHAN PERI	DIRECTOR	0	0	0	2,120,000	2,120,000
2	VADAKKEKARA AN	DIRECTOR	0	0	0	2,000,000	2,000,000
3	THOMAS JACOB K	DIRECTOR	0	0	0	1,440,000	1,440,000
4	ASHA MORLEY	DIRECTOR	0	0	0	1,440,000	1,440,000
5	ALEX PARACKAL C	DIRECTOR	0	0	0	1,200,000	1,200,000
6	SANTHOSH GEOR	DIRECTOR	0	0	0	280,000	280,000
7	CHANDANATHIL P	NOMINEE DIRE	0	0	0	1,460,000	1,460,000
8	SANEESH SINGH	NOMINEE DIRE	0	0	0	1,160,000	1,160,000
9	ASSAN KHAN AKB	DIRECTOR	0	0	0	210,000	210,000
	Total		0	0	0	11,310,000	11,310,000

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

ELIZHABATH MATHEW

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

22633

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. ...

32/65/BOD/2021

dated

31/03/2021

(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: 2021.11.26 18:45:47 +05'30'

DIN of the director

00199925

To be digitally signed by

Ranjith Raj P
Digitally signed by Ranjith Raj P
Date: 2021.11.26 18:47:06 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

30388

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

Attach

Attach

Attach

Attach

List of attachments

list of shrareholders and debenture holders
List of Committee Meetings held in FY 202
Meeting of BOD FY20_21.pdf
Details of Designated KMP.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