

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 (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 NATION
AL HIGHWAY, MANN UTHY, NA
THRISSUR
Thrissur
Kerala
686551

(c) *e-mail ID of the company

SE*****NK.COM

(d) *Telephone number with STD code

04*****56

(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

(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, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

14/08/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

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
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	514,779,858	514,779,858	514,779,858
Total amount of equity shares (in Rupees)	6,000,000,000	5,147,798,580	5,147,798,580	5,147,798,580

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs. 10/- each				
Number of equity shares	600,000,000	514,779,858	514,779,858	514,779,858
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6,000,000,000	5,147,798,580	5,147,798,580	5,147,798,580

(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			
Equity shares						
At the beginning of the year	0	449,473,798	449,473,798	4,494,737,980	4,494,737,980	

Increase during the year	0	65,306,060	65306060	653,060,600	653,060,600	0
i. Public Issues	0	65,306,060	65306060	653,060,600	653,060,600	
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	
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				0	0	
NA						
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				0	0	
NA						
At the end of the year	0	514,779,858	514779858	5,147,798,500	5,147,798,500	
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	
NA						
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	
NA						
At the end of the year	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"/>
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) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	29,750	1,00,00,000 for 20 units, 1	4,730,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			4,730,000,000

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	2,800,000,000	0	4,730,000,000
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

42,602,519,830

(ii) Net worth of the Company

24,861,140,558.64

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	6.06	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	0	0	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)	272,548,396	52.94	0	
10.	Others NA	0	0	0	
	Total	303,735,181	59	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	57,186,444	11.11	0	
	(ii) Non-resident Indian (NRI)	41,378,229	8.04	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	52,294,934	10.16	0	
4.	Banks	0	0	0	
5.	Financial institutions	25,000	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	100,658	0.02	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	21,241,969	4.13	0	
10.	Others Others and Alternate Invest	38,817,443	7.54	0	
	Total	211,044,677	41	0	0

Total number of shareholders (other than promoters)

102,122

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

102,124

**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)	85	102,122
Debenture holders	3	1,174

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	0	0
B. Non-Promoter	0	6	0	7	0	0
(i) Non-Independent	0	0	0	1	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	1	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	1	0	1	0	0
Total	1	8	1	9	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(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 Periyakavil	08534931	Director	0	
Kadambelil Paul Thom	00199925	Managing Director	31,186,785	
Thomas Jacob Kalappi	00812892	Director	0	
Vinod Vijayalekshmi Va	02503201	Director	0	
Ravi Venkatraman	00307328	Director	0	
Kolasseril Chandramo	01735529	Director	0	
Biju Varkkey	01298281	Director	0	
Joseph Vadakkekara A	00181554	Director	0	
Ajayan Mangalath Gop	09782416	Nominee director	3,335	
Gabriel John Samuel	07725212	Nominee director	0	
Ranjith Raj Parameswa	BHZPR4853F	Company Secretar	3,335	
Gireesh Chandrathil Pa	ABDPN1435C	CFO	3,347	

(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)
BIJU VARKKEY	01298281	Additional director	17/08/2023	Appointment
JOSEPH VADAKKE	00181554	Director	17/08/2023	Cessation
JOSEPH VADAKKE	00181554	Additional director	29/12/2023	Appointment
BIJU VARKKEY	01298281	Director	29/12/2023	Change in Designation
JOSEPH VADAKKE	00181554	Director	29/12/2023	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
Extra Ordinary General Meeting	29/06/2023	87	15	74.45
Extra Ordinary General Meeting	13/10/2023	87	20	83.36
Annual General Meeting	29/12/2023	95,597	62	63.47

B. BOARD MEETINGS

*Number of meetings held

16

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2023	9	9	100
2	08/06/2023	9	9	100
3	22/06/2023	9	9	100
4	07/07/2023	9	9	100
5	11/08/2023	9	9	100
6	06/09/2023	9	9	100
7	30/09/2023	9	9	100
8	17/10/2023	9	8	88.89
9	25/10/2023	9	9	100
10	28/10/2023	9	9	100
11	08/11/2023	9	9	100
12	18/11/2023	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

56

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	09/05/2023	5	5	100
2	Audit Committee	08/06/2023	5	5	100
3	Audit Committee	07/07/2023	5	5	100
4	Audit Committee	10/08/2023	5	5	100
5	Audit Committee	17/10/2023	4	4	100
6	Audit Committee	18/11/2023	4	4	100
7	Audit Committee	14/12/2023	4	4	100
8	Audit Committee	07/02/2024	4	4	100
9	Audit Committee	08/03/2024	4	4	100
10	Risk Management	07/06/2023	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	14/08/2024
								(Y/N/NA)
1	Ravimohan Pe	16	15	93.75	33	30	90.91	Yes
2	Kadambelil Pa	16	16	100	38	38	100	Yes
3	Thomas Jacob	16	16	100	23	23	100	Yes
4	Vinod Vijayale	16	15	93.75	13	13	100	Yes
5	Ravi Venkatra	16	16	100	25	25	100	Yes
6	Kolasseril Cha	16	16	100	22	22	100	Yes
7	Biju Varkkey	11	10	90.91	6	6	100	Yes
8	Joseph Vadak	9	9	100	21	21	100	Yes
9	Ajayan Manga	16	16	100	31	31	100	Yes
10	Gabriel John S	16	16	100	18	18	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	33,008,986	0	0	0	33,008,986
	Total		33,008,986	0	0	0	33,008,986

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 CHANDE	Chief Finance O	6,230,842	0	0	0	6,230,842
2	RANJITH RAJ PAR	Company Secre	3,031,465	0	0	0	3,031,465
	Total		9,262,307	0	0	0	9,262,307

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 Periyak	Part Time Chair	0	0	0	2,500,000	2,500,000
2	Thomas Jacob Kala	Non-Executive D	0	0	0	2,210,000	2,210,000
3	Vinod Vijayaleksh	Non-Executive D	0	0	0	550,000	550,000
4	Ravi Venkatraman	Non-Executive D	0	0	0	2,310,000	2,310,000
5	Kolasseril Chandrar	Non-Executive D	0	0	0	2,160,000	2,160,000
6	Biju Varkkey	Non-Executive D	0	0	0	1,000,000	1,000,000
7	Joseph Vadakkekar	Non-Executive D	0	0	0	1,590,000	1,590,000
8	Ajayan Mangalath C	Non-Executive M	0	0	0	2,510,000	2,510,000
9	Gabriel John Samue	Non-Executive M	0	0	0	1,860,000	1,860,000
	Total		0	0	0	16,690,000	16,690,000

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

2

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
ESAF SMALL FIN	RESERVE BANK	05/01/2024	Non-compliance with	Monetary Penalty	Closed
ESAF SMALL FIN	BSE LIMITED	15/12/2023	Regulation 52 of the	Monetary Penalty	Closed

(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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

M VASUDEVAN

Whether associate or fellow

Associate Fellow

Certificate of practice number

2437

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

Digitally signed by
PAUL THOMAS
KADAMBELIL
Date: 2024.10.10
16:55:48 +05'30'

DIN of the director

0*1*9*2*

To be digitally signed by

Digitally signed by
RANJITH RAJ
PARAMESWARAN
Date: 2024.10.10
16:56:43 +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 Attachment(s), if any

List of attachments

Attach

Attach

Attach

Attach

MGT-8 Signed.pdf
Attendance of Directors During the Financial Board Meetings held During the Financial Committee Meetings Held during the Financial Details of Designated KMPs of the Bank as

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