

**QUARTERLY INTEGRATED FILING (GOVERNANCE)**

**A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis**

Name of the Listed Entity: **ESAF Small Finance Bank Limited**

Quarter Ending: **December, 2024**

1.	<i>Whether listed entity has a Regular chairperson</i>	Yes
2.	<i>Whether Chairperson is related to MD or CEO</i>	No

<b>Titl e</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Category (Chairperson /Executive/ Non-Executive/in dependent/ Nominee) &amp;</b>	<b>Initia l Date of App oint ment</b>	<b>Date of Reappo intment</b>	<b>Date of Cessation</b>	<b>Tenur e*</b>	<b>Date of Birth</b>	<b>No. of directorship in listed entities including this listed entity [with reference to Regulation 17A]</b>	<b>No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A (1)] &amp; reg. 17A(2)]</b>	<b>No. of membership s in Audit/ Stakeholder Committee( s) including this listed entity (Refer Regulation 26(1) of the LODR Regulation)</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)</b>
Mr	Ravimohan Periyakavil Ramakrishnan	08534931	Non-Executive - Independent Director-Chairperson	21-12-2019	21-12-2022	-	60.36	29-05-1958	1	1	0	0

Mr	Kadambelil Paul Thomas	00199925	Executive Director - Managing Director and CEO	01-10-2018	01-10-2024	-	75	21-05-1963	1	0	1	Joy of Banking 0
Mr	Thomas Jacob Kalappila	00812892	Non-Executive Independent Director	10-03-2020	10-03-2023	-	57.73	13-06-1953	1	1	1	1
Mr	Vinod Vijayalekshmi Vasudevan	02503201	Non-Executive Independent Director	22-12-2021	22-12-2024	-	36.33	25-05-1967	1	1	0	0
Mr	Ravi Venkatraman	00307328	Non-Executive Independent Director	13-12-2022	13-12-2022	-	24.63	02-07-1959	2	2	4	1
Mr s	Kolasseril Chandramohan Ranjani	01735529	Non-Executive Independent Director	13-12-2022	13-12-2022	-	24.63	09-05-1958	1	1	2	1
Mr	Biju Varkkey	01298281	Non-Executive Independent Director	17-08-2023	17-08-2023	-	16.5	22-12-1965	2	2	1	0
Mr	Joseph Vadakkekara Antony	00181554	Non-Executive Non-Independent Director	18-11-2023	18-11-2023	-	13.43	24-05-1951	1	0	0	0

Mr	Ajayan Mangalath Gopalakrishnan Nair	09782416	Non-Executive Nominee Director	-	13-12-2022	13-12-2022	-	24.63	30-05-1958	1	0	1	Joy of Banking 0
Mr	Gabriel John Samuel	07725212	Non-Executive Nominee Director	-	13-12-2022	13-12-2022	-	24.63	03-01-1955	1	0	1	0
Mr	George Kalaparambil John	00694646	Executive Director		18-05-2024	18-05-2024	-	7.46	09-08-1973	1	0	1	0

## II. Composition of Committees

### 1. AUDIT COMMITTEE OF THE BOARD

Whether Regular chairperson appointed: Yes				
SI No	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee)	Date of Appointment	Date of Cessation
1	Thomas Jacob Kalappila	Non-Executive - Independent Director - Chairperson	10-03-2020	-
2	Ravi Venkatraman	Non-Executive - Independent Director Member	13-12-2022	-
3	Kolasseril Chandramohanan Ranjani	Non-Executive - Independent Director Member	13-12-2022	-
4	Ajayan Mangalath Gopalakrishnan Nair	Non-Executive - Nominee Director Member	18-11-2023	-

### 2. NOMINATION AND REMUNERATION COMMITTEE

Whether Regular chairperson appointed: Yes				
SI No	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee)	Date of Appointment	Date of Cessation
1	Biju Varkkey	Non-Executive - Independent Director - Chairperson	11-08-2023	-
2	Ravimohan Periyakavil Ramakrishnan	Non-Executive - Independent Director-Member	23-12-2019	-
3	Kolasseril Chandramohanan Ranjani	Non-Executive - Independent Director - Member	13-12-2022	-
4	Joseph Vadakkekara Antony	Non-Executive - Non-Independent Director- Member	18-11-2023	-

### 3. STAKEHOLDERS RELATIONSHIP COMMITTEE

Whether Regular chairperson appointed: Yes				
SI No	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee)	Date of Appointment	Date of Cessation
1	Kolasseril Chandramohan Ranjani	Non-Executive - Independent Director Chairperson	13-12-2022	-
2	Kadambelil Paul Thomas	Executive Director - Member	11-12-2019	-
3	Ravi Venkatraman	Non-Executive - Independent Director-Member	13-12-2022	-
4	Gabriel John Samuel	Non-Executive - Nominee Director - Member	22-06-2023	-
5	George Kalaparambil John	Executive Director- Member	18-05-2024	-

### 4. RISK MANAGEMENT COMMITTEE

Whether Regular chairperson appointed: Yes				
SI No	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee)	Date of Appointment	Date of Cessation
	Ravi Venkatraman	Non-Executive - Independent Director - Chairperson	13-12-2022	
	Ravimohan Periyakavil Ramakrishnan	Non-Executive - Independent Director-Member	23-12-2019	
	Kadambelil Paul Thomas	Executive Director- Member	29-05-2020	
	Thomas Jacob Kalappila	Non-Executive - Independent Director-Member	10-03-2020	
	Ajayan Mangalath Gopalakrishnan Nair	Non-Executive - Nominee Director-Member	13-12-2022	

**5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Whether Regular chairperson appointed: Yes				
SI No	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee)	Date of Appointment	Date of Cessation
1	Gabriel John Samuel	Non-Executive - Nominee Director - Chairperson	13-12-2022	
2	Kadambelil Paul Thomas	Executive Director - Member	03-10-2018	
3	Kolasseril Chandramohanan Ranjani	Non-Executive - Independent Director - Member	13-12-2022	
4	Joseph Vadakkekara Antony	Non-Executive - Non-Independent Director - Member	18-11-2023	

<b>III. Meetings of Board of Directors</b>					
<b>Date(s) of Meeting in the previous quarter</b>	<b>Date(s) of Meeting in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors' present*</b>
26-07-2024			Yes	10	6
31-08-2024		35	Yes	11	6
24-09-2024		23	Yes	11	6
	13-11-2024	49	Yes	11	6
	20-12-2024	36	Yes	11	6
<i>*to be filled in only for the current quarter meetings</i>					

<b>IV. Meetings of Committees</b>						
<b>Name of the Committee</b>	<b>Date(s) of Meeting in the previous quarter</b>	<b>Date(s) of Meeting in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors' present*</b>
Audit Committee	25-07-2024			Yes	4	3
Audit Committee	19-09-2024		55	Yes	4	3
Audit Committee		11-11-2024	52	Yes	4	3
Audit Committee		20-12-2024	38	Yes	4	3
Nomination and remuneration committee	25-07-2024			Yes	4	3
Nomination and remuneration committee	25-07-2024		60	Yes	4	3
Nomination and remuneration committee		12-11-2024	48	Yes	4	3
Risk Management Committee	18-09-2024			Yes	5	3
Risk Management Committee		19-12-2024	91	Yes	5	3
Stakeholders Relationship Committee	24-07-2024			Yes	5	2

Stakeholders Relationship Committee		13-11-2024	111	Yes	5	<i>Joy of Banking</i> 2
Corporate Social Responsibility Committee		12-11-2024	-	Yes	4	1

<b>VI. Affirmations</b>		
<b>SI No</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
Name: Ranjith Raj. P		
Designation: Company Secretary and Compliance Officer		

<b>Details of Cyber Security Incidence</b>	
<b>Subject</b>	<b>Details</b>
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter.	No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
Date of the event	
Brief details of the event	

**B. Investor Grievance Redressal Report**

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	4
No. of investor complaints disposed off during the Quarter	4
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**C. Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies**

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
NOT APPLICABLE					

**D. Disclosure of Imposition of Fine or Penalty**

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:					
SI No	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible

1	BSE Limited	There was a delay in submission of the notice of the record date and BSE Limited had levied a fine of Rs. 11,800/- (including GST) for delayed submission of the notice of Record Date under Regulation 60(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	30-10-2024	Delayed submission of the notice of Record Date under Regulation 60(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<i>Joy of Banking</i>  NIL
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**E. Disclosure of Updates to Ongoing Tax Litigations or Disputes**

<b>The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:</b>				
<b>S. No.</b>	<b>Name of the opposing party</b>	<b>Date of initiation of the litigation / dispute</b>	<b>Status of the litigation / dispute as per last disclosure</b>	<b>Current status of the litigation / dispute</b>
1	Income Tax Department	22-09-2022	Based on the Return of Income filed by the Bank for the Assessment Year 2020-21, a demand notice and notice for penalty, each dated September 22, 2022 was issued by Assessment Unit, Income Tax Department under Sections 156 and 274 read with Section 270 A of the IT Act, respectively, to the Bank demanding to pay a sum aggregating to	There is no change in the status of the litigation/dispute. - Based on the Return of Income filed by the Bank for the Assessment Year 2020-21, a demand notice and notice for penalty, each dated September 22, 2022 was issued by Assessment Unit, Income Tax Department under Sections 156 and 274 read with Section 270 A of the

			<p>₹217.99 million and to show cause as to why an order imposing penalty under Section 270A of the IT Act should not be passed. This matter is currently pending Commissioner of Income Tax (Appeals).</p>	<p>IT Act, respectively to the Bank demanding to pay a sum aggregating to ₹217.99 million and to show cause as to why an order imposing penalty under Section 270A of the IT Act should not be passed. This matter is currently pending Commissioner of Income Tax (Appeals).</p>
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