

## Form No. MGT-9

## Extract of Annual Return

as on the financial year ended on 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

CIN	U65910TN1996PTC036650
Registration Date	27/09/1996
Name of the Company	ESAF Financial Holdings Private Limited
Category / Sub-Category of the Company	Private Limited Company
Address of the Registered office and contact details	No 8/9, Mansuk Buildings, Flat No.3A, 3rd Floor, Gan-gadeeswara Koil St, Purasawalkam, Chennai – 600084, Tamil Nadu Ph: 044 43560790 Email: <a href="mailto:ro@esafmicrofin.com">ro@esafmicrofin.com</a>
Whether listed company	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link In Time India Private Limited C-13 Pannalal Silk Mills Compound LBS Marg, Bhandup West Mumbai 400 078 Tel: 022 – 25946970 Fax: 022 – 25946969

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Activities of holding Company	64200	86.54%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

a) Equity shareholding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	Total	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a. Individual/ HUF	-	5,41,260	5,41,260	0.38%	-	34,900	34,900	0.02 %	(0.36)
b. Central Govt	-	-	-	-	-	-	-	-	-
c. State Govt (s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	-	-	-	-	-	-	-	-	-
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	5,41,260	5,41,260	0.38%	-	34,900	34,900	0.02%	(0.36)
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) +(A)(2)	-	5,41,260	5,41,260	0.38%	-	34,900	34,900	0.02%	(0.36)
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	1,71,76,230	1,71,76,230	12.24 %	-	1,71,76,230	1,71,76,230	12.24 %	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital-Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	1,71,76,230	1,71,76,230	12.24 %	-	1,71,76,230	1,71,76,230	12.24 %	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	3,40,25,633	3,40,25,633	24.25%	-	3,40,25,633	3,40,25,633	24.25%	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	1,05,000	1,05,000	0.07 %	-	1,05,000	1,05,000	0.07 %	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	13,18,066	13,18,066	0.94%	-	18,24,426	18,24,426	1.30%	0.36
c) Others	-	8,71,73,774	8,71,73,774	62.12 %	-	8,71,73,774	8,71,73,774	62.12 %	-
Sub-total (B)(2):	-	12,26,22,473	12,26,22,473	87.38 %	-	12,31,28,833	12,31,28,833	87.74 %	0.36
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	13,97,98,703	13,97,98,703	99.62%	-	14,03,05,063	14,03,05,063	99.98%	0.36
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	14,03,39,963	14,03,39,963	100 %	-	14,03,39,963	14,03,39,963	100 %	-

#### (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Kadambelil Paul Thomas	541,260	0.38 %	-	34,900	0.02%	-	(0.36%)
	Total	541,260	0.38 %	-	34,900	0.02%	-	(0.36%)

#### (iii) Change in Promoters' Shareholding

Sl.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Mr. Kadambelil Paul Thomas	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	541,260	0.38%	541,260	0.38%
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): Transfer of shares on 28.09.2018	(5,06,360)	(0.36%)	-	-
	At the End of the year	34,900	0.02%	34,900	0.02%

#### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl.No	Name of the shareholder	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1.	ESAF Swasraya Multi State Agro Co-operative Society Ltd.	81,533,174	58.10 %	81,533,174	58.10 %
2.	Dia Vikas Capital Pvt. Ltd.	2,80,25,633	19.97 %	2,80,25,633	19.97 %
3.	SIDBI Trustee Company Ltd -A/c Samridhi Fund	1,71,76,230	12.24 %	1,71,76,230	12.24 %
4.	Manaveeya Development and Finance Pvt. Ltd.	60,00,000	4.28 %	60,00,000	4.28 %
5.	ESAF Staff Welfare Trust	56,40,600	4.02 %	56,40,600	4.02 %
6.	Mr. Kadambelil Pailee Thomas	-	-	2,53,180	0.18%
7.	Mrs. Achamma Thomas	-	-	2,53,180	0.18%
8.	Mr. Thomas Joseph	2,00,000	0.14 %	2,00,000	0.14 %
9.	Mr. Raphael Parambi	2,00,000	0.14 %	2,00,000	0.14 %
10.	Mr. George Thomas	1,74,400	0.12 %	1,74,400	0.12 %

#### (v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Names of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mereena Paul	15,000	0.01%	15,000	0.01%
2.	Rajesh Sreedharan Pillai	40,000	0.03 %	40,000	0.03 %

#### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (in million)

	Secured Loans excluding deposits	Unsecured-Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1299.08	2.80	-	1301.88
ii) Interest due but not paid	0.00	0.00	-	0.00
iii) Interest accrued but not due	94.33	0.00	-	94.33
Total (i+ii+iii)	1393.41	2.80		1396.21
Change in Indebtedness during the financial year				
· Addition	35.00	-	-	35.00
· Reduction	(1390.22)	-	-	(1390.22)
Net Change	(1355.22)	-	-	(1355.22)
Indebtedness at the end of the financial year				
i) Principal Amount	37.36	2.80	-	40.16
ii) Interest due but not paid	0.00	-	-	0.00
iii) Interest accrued but not due	0.83	-	-	0.83
Total (i+ii+iii)	38.19	2.80	-	40.99

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs.)
		<b>Mereena Paul</b> (Chairperson and Managing Director)	
1.	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 (a) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	68,98,513	68,98,513
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify (One time compensation)	-	-
	Total (A)	68,98,513	68,98,513
	Ceiling as per the Act	Not Applicable for a Private Company	

B. Remuneration to other directors:

Particulars of remuneration	Name		Total amount
	A Vikraman	Eby Thomas	
<b>Independent Directors</b>			
Fee for attending Board committee meetings	1,40,000	1,40,000	2,80,000
Commission	-	-	-
Others, please specify	-	-	-
Total (1)	1,40,000	1,40,000	2,80,000
<b>Other Non-Executive Directors</b>	Poonam Mehta	R V Dilip Kumar	Saneesh Singh
Fee for attending Board committee meetings	20,000	1,00,000	1,20,000
Commission	-	-	-
Others, please specify	-	-	-
Total (2)	20,000	1,00,000	1,20,000
Total { (1) + (2) }	-	-	5,20,000

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

Particulars of Remuneration	Key Managerial Personnel		Total amount
	Chief Financial Officer	Company Secretary	
	Mr. Rajesh Sreedharan Pillai	Ms. Jiju George (From 01 <sup>st</sup> April, 2018 to 28 <sup>th</sup> February, 2019)	
Gross Salary			
Salary as per provisions contained in section 17(1) of the Income tax Act 1961 (Excluding arrear for previous year)	18,59,964	3,48,192	22,08,156
Value of perquisites u/s 17(2) Income Tax Act 1961	-	-	-
Profits in lieu of salary u/s 17(3) of Income Tax Act 1961	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission	-	-	-
- As % of profit			
- Others, specify			
Others specify	-	-	-
Total	18,59,964	3,48,192	22,08,156

Note: -

The disclosure regarding remuneration of Key Managerial Personnel made for their tenure in office.

#### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors

Sd/-

Sd/-

**Mereena Paul**

**Vikraman Ampalakkat**

Date :- 22 August 2019

Chairperson and Managing Director

Director

Place : Thrissur

DIN: 02228087

DIN: 01978341