

## ANNEXURE II

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2020**

[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:

i.	CIN	U65910TN1996PTC036650
ii.	Registration Date	27/09/1996
iii.	Name of the Company	ESAF Financial Holdings Private Limited
iv.	Category / Sub-Category of the Company	Private Limited Company
v.	Address of the Registered office and contact details	No 8/9, Mansuk Buildings, Flat No.3A, 3rd Floor, Gangadeeswara Koil St, Purasawalkam, Chennai - 600084, Tamil Nadu Ph: 044 43560790 Email: ro@esafmicrofin.com
vi.	Whether listed company	No

### 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 Investment Company	64200	96.00%

### 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
1.	ESAF Small Finance Bank Limited  Building No. VII/83/8, ESAF Bhavan, Thrissur-Palakkad National Highway, Mannuthy, Thrissur, Pin- 680 651	U65990KL2016PLC045669	Associate	65.629%	2(6)



#### 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
	Dem	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a. Individual/ HUF	-	34,900	34,900	0.02%	-	34,900	34,900	0.02 %	-
b. Central Govt	-	-	-	-	-	-	-	-	-
c. State Govt (s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	-	-	-	-	-	-	-	-	-
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	34,900	34,900	0.02%	-	34,900	34,900	0.02 %	-
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1) +(A)(2)</b>	-	<b>34,900</b>	<b>34,900</b>	<b>0.02%</b>	-	<b>34,900</b>	<b>34,900</b>	<b>0.02%</b>	-
<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) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	<b>1,71,76,230</b>	<b>1,71,76,230</b>	<b>12.24 %</b>	-	<b>1,71,76,230</b>	<b>1,71,76,230</b>	<b>12.24 %</b>	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	3,40,25,633	3,40,25,633	24.25%	-	28025633	28025633	19.97%	(4.27)
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	-	18,24,426	18,24,426	1.30%	-	18,24,426	18,24,426	1.30%	-
c) Others	-	8,71,73,774	8,71,73,774	62.12 %	-	9,31,73,774	9,31,73,774	66.39 %	4.27
<b>Sub-total (B)(2):-</b>	-	<b>12,31,28,833</b>	<b>12,26,22,473</b>	<b>87.74 %</b>	-	<b>12,31,28,833</b>	<b>12,31,28,833</b>	<b>87.74 %</b>	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	-	<b>14,03,05,063</b>	<b>14,03,05,063</b>	<b>99.98%</b>	-	<b>14,03,05,063</b>	<b>14,03,05,063</b>	<b>99.98%</b>	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>14,03,39,963</b>	<b>14,03,39,963</b>	<b>100 %</b>	-	<b>14,03,39,963</b>	<b>14,03,39,963</b>	<b>100 %</b>	-



## (II) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in Shareholding during the year
1.	Mr. Kadambelil Paul Thomas	34,900	0.02%	-	34,900	0.02%	-	-
	Total	34,900	0.02%	-	34,900	0.02%	-	-

## (III) CHANGE IN PROMOTERS' SHAREHOLDING

Sl.No	Shareholding at the beginning of the year	Cumulative Shareholding during the year			
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1.	Mr. Kadambelil Paul Thomas				
	At the beginning of the year	34,900	0.02%	34,900	0.02%
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	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 %	87,533,174	62.37 %
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.	ESAF Staff Welfare Trust	56,40,600	4.02 %	56,40,600	4.02 %
5.	Mr. Kadambelil Pailee Thomas	2,53,180	0.18%	2,53,180	0.18%
6.	Mrs. Achamma Thomas	2,53,180	0.18%	2,53,180	0.18%
7.	Mr. Thomas Joseph	2,00,000	0.14 %	2,00,000	0.14 %
8.	Mr. Raphael Parambi	2,00,000	0.14 %	2,00,000	0.14 %
9.	Mr. George Thomas	1,74,400	0.12 %	1,74,400	0.12 %
10.	Mr. Alok Thomas Paul	87,500	0.06 %	87,500	0.06 %
11.	Ms. Emy Acha Paul	87,500	0.06 %	87,500	0.06 %



**(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.	Mrs. Mereena Paul	15,000	0.01%	15,000	0.01%
2.	Mr. Rajesh Sreedharan Pillai	40,000	0.03 %	40,000	0.03 %

\* Resigned from the post with effect from 30<sup>th</sup> September, 2019.

**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
<b>Indebtedness at the beginning of the financial year</b>				
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
<b>Total (i+ii+iii)</b>	<b>38.19</b>	<b>2.80</b>	<b>-</b>	<b>40.99</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	37.10	-	-	37.10
· Reduction	(1.04)	-	-	(1.04)
<b>Net Change</b>	<b>42.94</b>	<b>-</b>	<b>-</b>	<b>42.94</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	72.10	2.80	-	74.90
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	9.03	-	-	9.03
<b>Total (i+ii+iii)</b>	<b>81.13</b>	<b>2.80</b>	<b>-</b>	<b>83.93</b>



**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.)
		Mrs. Mereena Paul (Chairperson and Managing Director)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	95,56,559	95,56,559
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify (One time compensation)	-	-
	Total (A)	95,56,559	95,56,559
	Ceiling as per the Act	Not Applicable for a Private Company	

**B. Remuneration to other directors:**

Particulars of remuneration	Name	Total amount
Independent Directors	Mr. A Vikraman	
Fee for attending Board committee meetings	2,00,000	2,00,000
Commission	-	-
Others, please specify	-	-
Total (1)	2,00,000	2,00,000



Other Non-Executive Directors	Mrs. Philomina (Nominee Director ESMACO)	Mrs. Poonam Mehta (Nominee Director (ESMACO))	Mr. R V Dilip Kumar (Nominee Director SIDBI Trustee Company Ltd)	Mr. Saneesh Singh (Nominee Director Dia Vikas Capital Private Limited)	
Fee for attending Board committee meetings	40,000	40,000	1,60,000	2,00,000	4,40,000
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
Total (2)	40,000	40,000	1,60,000	2,00,000	4,40,000
<b>Total { (1) + (2) }</b>	-	-	-	-	<b>6,40,000</b>

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

Particulars of Remuneration	Key Managerial Personnel			Total amount
		CFO	Company Secretary	
<b>Gross Salary</b>	Mr. Rajesh Sreedharan Pillai (From 01 <sup>st</sup> April, 2019 to 30 <sup>th</sup> September, 2019)	Mr. Sunil G Nampoothiri (From 01 <sup>st</sup> October, 2019 to 31 <sup>st</sup> March, 2020)	Mr. Vaishakh. R (From 01 <sup>st</sup> April, 2018 to 28 <sup>th</sup> February, 2019)	
Salary as per provisions contained in section 17(1) of the Income tax Act 1961 (Excluding arrear for previous year)	9,20,982	9,89,484	4,71,230	25,35,193
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	-	-	-	-
<b>Total</b>	<b>9,20,982</b>	<b>9,89,484</b>	<b>4,71,230</b>	<b>25,35,193</b>

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/-

Place : Thrissur  
 Date : 28<sup>th</sup> August, 2020

**Mereena Paul**  
 Chairperson and Managing Director  
 DIN: 02228087

**Vikraman Ampalakkat**  
 Director  
 DIN: 01978341

