

ANNEXURE II

Form No. MGT-9

Extract of Annual Return

as on the financial year ended on 31st March, 2021

[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 holding 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	62.464%	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	
	Demat	Physical	Total	% of Total Shares	Demat	Physical		Total
A. Promoters								
(1) Indian								
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 %
(2) Foreign								
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)	-	34,900	34,900	0.02%	-	34,900	34,900	0.02%	-
B. Public Shareholding									
1. Institutions									
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	11.17%	-
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	11.17%	-
2. NON-INSTITUTIONS									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	2,80,25,633	2,80,25,633	19.97%	-	3,13,63,333	3,13,63,333	20.40%	0.43
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	1.19%	-
c) Others	-	9,31,73,774	9,31,73,774	66.39 %	-	10,32,57,207	10,32,57,207	67.15 %	0.76
Sub-total (B) (2):-	-	12,31,28,833	12,26,22,473	87.74 %	-	13,65,49,966	13,65,49,966	88.81 %	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	14,03,05,063	14,03,05,063	99.98%	-	15,37,26,196	15,37,26,196	99.98%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	14,03,39,963	14,03,39,963	100 %	-	15,37,61,096	15,37,61,096	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. Kadambellil 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. Kadambellil Paul Thomas	34,900	0.02%	34,900	0.02%	0.02%
	At the beginning of the year					
	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%	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. (ESMACO)	8,15,33,174	58.10 %	9,76,16,607	63.49 %

2.	Dia Vikas Capital Pvt. Ltd.	2,80,25,633	19.97 %	3,07,30,000	19.99 %
3.	SIDBI Trustee Company Ltd – A/c Samridhi Fund	1,71,76,230	12.24 %	1,71,76,230	11.17 %
4.	ESAF Staff Welfare Trust	56,40,600	4.02 %	56,40,600	3.67 %
5.	Mr. Kadambelil Pailee Thomas	2,53,180	0.18%	2,53,180	0.16%
6.	Mrs. Achamma Thomas	2,53,180	0.18%	2,53,180	0.16%
7.	Mr. Thomas Joseph	2,00,000	0.14 %	2,00,000	0.13 %
8.	Mr. Raphael Parambi	2,00,000	0.14 %	2,00,000	0.13 %
9.	Mr. George Thomas	1,74,400	0.12 %	1,74,400	0.11 %
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.	Mereena Paul	15,000	0.01%	15,000	0.01%

VI. 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	72.10	2.80	-	74.90
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	9.03	-	-	9.03
Total (i+ii+iii)	81.13	2.80	-	83.93
Change in Indebtedness during the financial year				
· Addition	18.34	-	-	18.34
· Reduction	-	(2.80)	-	(2.80)
Net Change	18.34	(2.80)	-	15.54
Indebtedness at the end of the financial year				
i) Principal Amount	90.44	-	-	90.44
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-



Total (i+ii+iii)	81.13	2.80	-	83.93
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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.)
		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	83,98,031	83,98,031
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify (One time compensation)	-	-
	Total (A)	83,98,031	83,98,031
	Ceiling as per the Act	Not Applicable for a Private Company	



B.REMUNERATION TO OTHER DIRECTORS:

Particulars of remuneration	Name			Total amount
Independent Directors	A Vikraman			
Fee for attending Board committee meetings		1,40,000		1,40,000
Commission		-		-
Others, please specify		-		-
Total (1)		1,40,000		1,40,000
Other Non-Executive Directors	Philomina (Nominee Director ESMACO)	R V Dilip Kumar (Nominee Director SIDBI Trustee Company Ltd)	Saneesh Singh (Nominee Director Dia Vikas Capital Private Limited)	
Fee for attending Board committee meetings	1,00,000	1,40,000	1,40,000	3,80,000
Commission	-	-	-	-
Others, please specify	-	-	-	-
Total (2)	1,00,000	1,40,000	1,40,000	3,80,000
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
	CFO	Company Secretary	
Gross Salary	Mr. Sunil G Nampoothiri	Mr. Vishakh	
Salary as per provisions contained in section 17(1) of the Income tax Act 1961 (Excluding arrear for previous year)	20,68,968	5,68,872	26,37,840
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	20,68,968	5,68,872	26,37,840

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)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
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

Place : Thrissur
 Date : 08th September, 2021

Sd/-
Mereena Paul
 Chairperson and Managing Director
 DIN:02228087

Sd/-
Vikraman Ampalakkat
 Director
 DIN:01978341

