

ANNEXURE II

Form No. MGT-9

Extract of Annual Return as on the financial year ended on 31st March, 2022

[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 | U65910KL1996PTC077288 |
| 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 | X/109/M4, Second Floor, Hephzibah Complex, Mannuthy, Thrissur, Kerala - 680651 Mob: +91 9072045500 Email: minu.santhosh@esafholdings.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)

ii) 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 | % of Total Shares | |
| 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 | 11.17 % | - | 1,71,76,230 | 1,71,76,230 | 11.17 % | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | |
|---|----------|---------------------|---------------------|----------------|----------|---------------------|---------------------|----------------|----------|
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | 17,176,230 | 17,176,230 | 11.17 % | - | 17,176,230 | 17,176,230 | 12.24 % | - |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | - | | | | | | | | |
| i) Indian | - | 3,13,63,333 | 3,13,63,333 | 20.40 % | - | 3,13,63,333 | 3,13,63,333 | 20.40 % | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | - | - | - | - | - | - | - | - | - |
| i) Individual shareholders holding nominal share capital upto ₹. 1 lakh | - | 105,000 | 105,000 | 0.07% | - | 105,000 | 105,000 | 0.07% | - |
| ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | - | 18,24,426 | 18,24,426 | 1.19% | - | 18,24,426 | 18,24,426 | 1.19% | - |
| c) Others | - | 10,32,57,207 | 10,32,57,207 | 67.15% | - | 10,32,57,207 | 10,32,57,207 | 67.15 % | - |
| Sub-total (B)(2):- | - | 13,65,49,966 | 13,65,49,966 | 88.81% | - | 13,65,49,966 | 13,65,49,966 | 88.81 % | - |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | - | 15,37,26,196 | 15,37,26,196 | 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) | - | 15,37,61,096 | 15,37,61,096 | 100 % | - | 15,37,61,096 | 15,37,61,096 | 100 % | - |

ii) Shareholding of Promoters

| Shareholder's Name | No. of Shares held at the beginning of the year | | | No. of Shares held at the end of the year | | | % Change 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 | |
| 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

| Particulars | 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 |
| 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. (ESMACO) | 9,76,16,607 | 63.49 % | 9,76,16,607 | 63.49 % |
| 2. | Dia Vikas Capital Pvt. Ltd. | 3,07,30,000 | 19.99% | 3,07,30,000 | 19.99% |
| 3. | SIDBI Trustee Company Ltd -A/c Samridhi Fund | 1,71,76,230 | 11.17 % | 1,71,76,230 | 11.17 % |
| 4. | ESAF Staff Welfare Trust | 56,40,600 | 3.67 % | 56,40,600 | 3.67 % |
| 5. | Cedar Retail Private Ltd | 6,33,333 | 0.41% | 6,33,333 | 0.41% |
| 6. | Mr. Kadambelil Pailee Thomas | 2,53,180 | 0.16% | 2,53,180 | 0.16% |
| 7. | Mrs. Achamma Thomas | 2,53,180 | 0.16% | 2,53,180 | 0.16% |
| 8. | Mr. Thomas Joseph | 2,00,000 | 0.13 % | 2,00,000 | 0.13 % |
| 9. | Mr. Raphael Parambi | 2,00,000 | 0.13 % | 2,00,000 | 0.13 % |
| 10. | Mr. George Thomas | 1,74,400 | 0.11 % | 1,74,400 | 0.11 % |

v) Shareholding of Directors and Key Managerial Personnel

| 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. | Mrs. Mereena Paul | 15,000 | 0.01% | 15,000 | 0.01% |
| 2. | Ms. Emy Acha Paul | 87,500 | 0.06 % | 87,500 | 0.06 % |

V. INDEBTEDNESS

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

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|--|--------------------|----------|-----------------------|
| Indebtedness at the beginning 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) | 90.44 | - | - | 90.44 |
| Change in Indebtedness during the financial year | | | | |
| Addition | 2000 | - | - | 2000 |
| Reduction | 2090.44 | - | - | 2090.44 |
| Net Change | (90.44) | - | - | (90.44) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | NIL | - | - | NIL |

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 (₹) |
|---------|---|--|------------------|
| | | 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 | 86,19,342 | 86,40,942 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 21,600 | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | |
| 2. | Stock Option | | |
| 3. | Sweat Equity | | |
| 4. | Commission - as % of profit - others, specify... | | |
| 5. | Others, please specify (Sitting Fee) | | |
| | Total (A) | 86,40,942 | 86,40,942 |

Ceiling as per the Act

Not Applicable for a Private Company

B. Remuneration to other directors

| Particulars of Remuneration | Name of Directors | | | | Total Amount |
|--|--|---|---|--|-----------------|
| | Abraham Thariyan | K. C. Ranjani | Vikraman Ampalakkat | | |
| Independent Directors | | | | | |
| Fee for attending board committee meetings | 40,000 | 20,000 | 1,00,000 | | 1,60,000 |
| Commission | | | | | |
| Others, please specify | | | | | |
| Total (1) | 40,000 | 20,000 | 1,00,000 | | 1,60,000 |
| 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) | Emy Acha Paul (Nominee Director - Promoter) | |
| Fee for attending board committee meetings | 1,20,000 | 1,20,000 | 1,20,000 | 20,000 | 3,80,000 |
| Commission | | | | | |
| Others, please specify | | | | | |
| Total (2) | 1,20,000 | 1,20,000 | 1,20,000 | 20,000 | 3,80,000 |
| Total (1+2) | | | | | 5,40,000 |

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. Sunil G Nampoothiri | Mr. K. Krishnakumar | Mr. Vishakh. B | Ms. Minu Santhosh | |
| Gross salary | (From 01st April, 2021 to 31st October, 2021) | (From 01st November, 2021 to 31st March, 2022) | (From 01st April, 2021 to 04th December 2021) | (From 10th December, 2021 to 31st March, 2022) | |
| a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Excluding arrear for previous years) | 13,16,229 | 9,84,000 | 4,45,801 | 1,85,484 | 29,31,514 |

| | | | | | |
|---|------------------|-----------------|-----------------|-----------------|------------------|
| b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | 8,800 | | | 8,800 |
| c) Profits in lieu of salary under section 17(3) Income tax Act, 1961 | | | | | |
| Stock Option | | | | | |
| Sweat Equity | | | | | |
| Commission - as % of profit - Others, specify | | | | | |
| Others Specify | | | | | |
| Total | 13,16,229 | 9,92,800 | 4,45,801 | 1,85,484 | 29,40,314 |

Note: The disclosure regarding remuneration of Key Managerial Personnels made for their tenure in office.

VI. 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

Sd/-

Mereena Paul

Chairperson & Managing Director

DIN: 02228087

Sd/-

Abraham Thariyan

Director

DIN: 07132831

Place: Thrissur

Date: 01st September, 2022