

## ANNEXURE II

### Form No. MGT-9

#### Extract of Annual Return as on the financial year ended on 31st March, 2023

[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	
<b>A. Promoters</b>									
(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....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>-</b>	<b>34,900</b>	<b>34,900</b>	<b>0.02%</b>	<b>-</b>	<b>34,900</b>	<b>34,900</b>	<b>0.02%</b>	<b>-</b>
<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>-</b>	<b>34,900</b>	<b>34,900</b>	<b>0.02%</b>	<b>-</b>	<b>34,900</b>	<b>34,900</b>	<b>0.02%</b>	<b>-</b>
<b>B. Public Shareholding</b>									
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) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-

<b>Sub-total (B)(1):-</b>	-	<b>17,176,230</b>	<b>17,176,230</b>	<b>11.17 %</b>	-	<b>17,176,230</b>	<b>17,176,230</b>	<b>12.24 %</b>	-
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 %	-
<b>Sub-total (B)(2):-</b>	-	<b>13,65,49,966</b>	<b>13,65,49,966</b>	<b>88.81%</b>	-	<b>13,65,49,966</b>	<b>13,65,49,966</b>	<b>88.81%</b>	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	<b>15,37,26,196</b>	<b>15,37,26,196</b>	<b>99.98%</b>	-	<b>15,37,26,196</b>	<b>15,37,26,196</b>	<b>99.98%</b>	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>15,37,61,096</b>	<b>15,37,61,096</b>	<b>100 %</b>	-	<b>15,37,61,096</b>	<b>15,37,61,096</b>	<b>100 %</b>	-

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			
	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 during the year
<b>Kadambelil Paul Thomas</b>	34,900	0.02%	-	34,900	0.02%	-	-
<b>Total</b>	<b>34,900</b>	<b>0.02%</b>	<b>-</b>	<b>34,900</b>	<b>0.02%</b>	<b>-</b>	<b>-</b>

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
<b>Kadambelil Paul Thomas</b>				
<b>At the beginning of the year</b>	<b>34,900</b>	<b>0.02%</b>	<b>34,900</b>	<b>0.02%</b>
Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
<b>At the end of the year</b>	<b>34,900</b>	<b>0.02%</b>	<b>34,900</b>	<b>0.02%</b>

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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>-</b>	<b>-</b>	<b>NIL</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	-	-	-	-
<b>Net Change</b>	<b>NIL</b>	<b>-</b>	<b>-</b>	<b>NIL</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>-</b>	<b>-</b>	<b>NIL</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 (₹)
		Mereena Paul (Chairperson and Managing Director)	
1	Gross salary	10,285,608	10,285,608
	(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	21,600	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)		
	<b>Total (A)</b>	<b>10,307,208</b>	<b>10,307,208</b>

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 (01/04/2022 to 19/11/2022)			
<b>Independent Directors</b>					
Fee for attending board committee meetings	1,00,000			60,000	1,60,000
Commission					
Others, please specify					
<b>Total (A)</b>	<b>1,00,000</b>			<b>60,000</b>	<b>1,60,000</b>
<b>Other Non Executive Directors</b>	<b>(1) Vikraman Ampalakkat</b>	<b>(2) R V Dilip Kumar</b> (Nominee Director - SIDBI Trustee Company Ltd)	<b>(3) Philomina</b> (Nominee Director - ESMACO)	<b>(4) Emy Acha Paul</b> (Nominee Director – Promoter)	
Fee for attending board committee meetings	1,00,000	NIL	80,000	1,00,000	2,80,000
Commission					
Others, please specify					
<b>Total (B)</b>	<b>1,00,000</b>	<b>-</b>	<b>80,000</b>	<b>1,00,000</b>	<b>2,80,000</b>
<b>Other Non Executive Directors</b>	<b>(5) Saneesh Singh</b> (Nominee Director - Dia Vikas Capital Pvt Ltd)	<b>(6) Mark Robert Daniels</b> (Nominee Director - Dia Vikas Capital Pvt Ltd)	<b>(7) Ajayan Mangalath Gopala krishnan Nair</b>		
Fee for attending board committee meetings	20,000	40,000	20,000		80,000
Commission					
Others, please specify					
<b>Total (B2)</b>	<b>20,000</b>	<b>40,000</b>	<b>20,000</b>		<b>80,000</b>
<b>Total (B1+B2)</b>					<b>3,60,000</b>
<b>Total {(A)+(B)}</b>					<b>5,20,000</b>

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

Particulars of Remuneration	Key Managerial Personnel		Total Amount
	Chief Financial Officer	Company Secretary	
<b>Gross salary</b>	<b>Mr. K. Krishnakumar</b>	<b>Ms. Minu Santhosh</b>	
a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Excluding arrear for previous years)	21,56,000	6,35,807	27,91,807
b) Value of perquisites u/s 17(2) Income-tax Act, 1961	24,200	-	24,200
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			
<b>Total</b>	<b>21,80,200</b>	<b>6,35,807</b>	<b>28,16,007</b>

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)
<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/-

**Mereena Paul**

Chairperson & Managing Director

DIN: 02228087

Place: Thrissur

Date: 25th August, 2023

Sd/-

**Abraham Thariyan**

Director

DIN: 07132831