

ANNEXURE II

Form No. MGT-9

Extract of Annual Return as on the financial year ended on 31st March, 2024

[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	98.00%

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	52.94%	2(6)

IV. Share Holding Pattern

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 Promoter shareholding (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 %	-	1,33,03,765	1,33,03,765	8.88 %	2.29 %
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-

h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	17,176,230	17,176,230	11.17 %	-	1,33,03,765	1,33,03,765	8.88 %	2.29 %	
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	20.93 %	0.53 %	
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	-	105,000	105,000	0.07%	-	1,03,465	1,03,465	0.07%		
ii) Individual shareholders holding nominal share capital in above of ₹ 1 lakh	-	18,24,426	18,24,426	1.19%	-	17,70,426	17,70,426	1.19%		
c) Others	-	10,32,57,207	10,32,57,207	67.15%	-	10,32,57,207	10,32,57,207	68.91 %	1.76 %	
Sub-total (B)(2):-	-	13,65,49,966	13,65,49,966	88.81%	-	13,64,94,431	13,64,94,431	91.10 %	2.29 %	
Total Public Shareholding (B)(1)+ (B)(2)	-	15,37,26,196	15,37,26,196	99.98%	-	14,97,98,196	14,97,98,196	99.98%		
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	15,37,61,096	15,37,61,096	100 %	-	14,98,33,096	14,98,33,096	100 %		

b) Preference 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	-	-	-	-	-	-	-	-	-
(2) Foreign	-	-	-	-	-	-	-	-	-
B.Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-

a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	18,04,850	18,04,850	100 %	-	18,04,850	18,04,850	100 %	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
c) Others	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs									
Shares held by Custodian	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	18,04,850	18,04,850	100 %	-	18,04,850	18,04,850	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	
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 : Nil

iv) 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 %
3.	Mrs. Saleena George	40,000	0.03 %	40,000	0.03 %

v) Shareholding Pattern of top ten Shareholders (other than Promoters, Directors and KMPs)

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	65.15 %
2.	Dia Vikas Capital Pvt. Ltd.*	3,07,30,000	19.99%	3,07,30,000	20.51 %
3.	SIDBI Trustee Company Ltd -A/c Samridhi Fund	1,71,76,230	11.17 %	1,33,03,765	8.88 %
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	0.42%
6.	Mr. Kadambelil Pailee Thomas	2,53,180	0.16%	2,53,180	0.17%
7.	Mrs. Achamma Thomas	2,53,180	0.16%	2,53,180	0.17%
8.	Mr. Thomas Joseph	2,00,000	0.13 %	2,00,000	0.13 %
9.	Mr. Raphael Parambi	2,00,000	0.13 %	1,54,909	0.10 %
10.	Mr. George Thomas	1,74,400	0.11 %	1,74,400	0.12 %

*As on 08th May, 2024, the equity shareholding of Dia Vikas Capital Pvt. Ltd. has been brought down to 19.99%, in compliance with the RBI directions.

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning 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

Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	NIL	-	-	NIL
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	1,13,14,168	1,13,14,168
	(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)		
	Total (A)	1,13,35,768	1,13,35,768
	Ceiling as per the Act	Not Applicable for a Private Company	

B. Remuneration to other directors

Name of Directors	Abraham Thariyan	Joy C. Joseph	M. G. Ajayan	Vikraman Ampalakkat
Designation	Independent Director	Independent Director	Non Executive Director	Non Executive Director
Sitting Fee for attending Board meetings	1,00,000	80,00	1,00,000	1,00,000
Commission				

Others, please specify					
Total (A)		1,00,000	80,000	1,00,000	1,00,000
Nominee Directors	R. V. Dilip Kumar	Mark Robert Daniels	Emy Acha Paul	Saleena George	Philomina
Sitting Fee for attending Board meetings	Nil	80,000	1,00,000	60,000	20,000
Commission					
Others, please specify					
Total (B)	Nil	80,000	1,00,000	60,000	20,000
Grand Total (A)+(B)					6,40,000

Note: The disclosure regarding remuneration of other Directors is made for their tenure in office.

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

Particulars of Remuneration	Key Managerial Personnel			Total Amount
	Chief Financial Officer	Chief Financial Officer	Company Secretary	
Gross salary	Mr. K. Krishnakumar	Mr. P. V. Antony	Ms. Minu Santhosh	
a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Excluding arrear for previous years)	18,14,400	7,84,000	6,34,560	32,32,960
b) Value of perquisites u/s 17(2) Income-tax Act, 1961	17,600	8,800		26,400
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	18,32,00	7,92,800	6,34,560	32,59,360

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	Detailsof 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

Place: Thrissur

Date: 05th July, 2024

Sd/-

Abraham Thariyan

Director

DIN: 07132831