

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U65990KL2016PLC045669

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECE2619Q

(ii) (a) Name of the company

ESAF SMALL FINANCE BANK LI

(b) Registered office address

BUILDING NO.VII/83/8,ESAF BHAVAN,
THRISSUR-PALAKKAD NATIONAL HIGHWAY, MANNUTHY,
THRISSUR
Thrissur
Kerala
686651

(c) *e-mail ID of the company

secretarial@esafbank.com

(d) *Telephone number with STD code

04877123456

(e) Website

www.esafbank.com

(iii) Date of Incorporation

05/05/2016

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 13/12/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☒ Yes ☐ No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension F24311037

Pre-fill

(e) Extended due date of AGM after grant of extension 31/12/2022

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K1	Banking activities by Central, Commercial and Saving banks	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	600,000,000	449,473,798	449,473,798	449,473,798
Total amount of equity shares (in Rupees)	6,000,000,000	4,494,737,980	4,494,737,980	4,494,737,980

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	600,000,000	449,473,798	449,473,798	449,473,798
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6,000,000,000	4,494,737,980	4,494,737,980	4,494,737,980

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	449,473,798	449,473,798	4,494,737,980	4,494,737,980	

Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	449,473,798	449,473,798	4,494,737,9	4,494,737,9	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	1,750	10,00,000 (For 1730 units)	1,930,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			1,930,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	2,430,000,000	0	500,000,000	1,930,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

21,475,083,000

(ii) Net worth of the Company

14,067,952,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	31,186,785	6.94	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	280,758,396	62.46	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	311,945,181	69.4	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,379,323	0.53	0	
	(ii) Non-resident Indian (NRI)	39,078,437	8.69	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	45,055,502	10.02	0	
4.	Banks	0	0	0	
5.	Financial institutions	18,717,244	4.16	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8,884,452	1.98	0	
10.	Others ESAF Swasraya Multi State /	23,413,659	5.21	0	
	Total	137,528,617	30.59	0	0

Total number of shareholders (other than promoters)

84

**Total number of shareholders (Promoters+Public/
Other than promoters)**

86

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	84	84
Debenture holders	60	3

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	6.94	0
B. Non-Promoter	0	6	0	6	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	2	0	2	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	8	1	8	6.94	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAVIMOHAN PERIYAK	08534931	Director	0	
KADAMBELIL PAUL TH	00199925	Managing Director	31,186,785	
VADAKKEKAKARA AN	00181554	Director	0	
ASHA MORLEY	02012799	Director	0	12/12/2022
ALEX PARACKAL GEO	07491420	Director	0	12/12/2022
THOMAS JACOB KALA	00812892	Director	0	
VINOD VIJAYALEKSHM	02503201	Additional director	0	
CHANDANATHIL PAPF	02661757	Nominee director	0	31/10/2022
SANEESH SINGH	02254868	Nominee director	0	26/07/2022
RANJITH RAJ PARAM	BHZPR4853F	Company Secretar	0	
GIREESH CHANDRATI	ABDPN1435C	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SANTHOSH GEORGE	07831505	Director	26/05/2021	CESSATION
VINOD VIJAYALEKSHM	02503201	Additional director	22/12/2021	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/09/2021	86	27	82.81
EXTRA ORDINARY GENERAL MEETING	12/07/2021	86	25	80.08
EXTRA ORDINARY GENERAL MEETING	16/02/2022	86	21	79.69

B. BOARD MEETINGS

*Number of meetings held

13

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2021	9	9	100
2	18/06/2021	8	8	100
3	29/06/2021	8	8	100
4	24/07/2021	8	8	100
5	25/08/2021	8	8	100
6	29/09/2021	8	8	100
7	06/11/2021	8	8	100
8	26/11/2021	8	8	100
9	22/12/2021	8	8	100
10	13/01/2022	9	9	100
11	05/02/2022	9	9	100
12	10/03/2022	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

50

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE MEETING	26/05/2021	5	5	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
2	AUDIT COMM	29/06/2021	5	5	100
3	AUDIT COMM	25/08/2021	5	5	100
4	AUDIT COMM	28/09/2021	4	4	100
5	AUDIT COMM	06/11/2021	4	4	100
6	AUDIT COMM	04/02/2022	4	4	100
7	AUDIT COMM	24/03/2022	4	4	100
8	RISK MANAGI	29/06/2021	4	4	100
9	RISK MANAGI	27/09/2021	4	4	100
10	RISK MANAGI	26/11/2021	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	13/12/2022
								(Y/N/NA)
1	RAVIMOHAN	13	13	100	34	34	100	Yes
2	KADAMBELIL	13	13	100	30	30	100	Yes
3	VADAKKEKA	13	13	100	37	37	100	Yes
4	ASHA MORLE	13	13	100	19	19	100	No
5	ALEX PARAC	13	13	100	13	13	100	No
6	THOMAS JAC	13	13	100	16	16	100	Yes
7	VINOD VIJAY	4	4	100	2	2	100	No
8	CHANDANAT	13	13	100	32	32	100	No
9	SANEESH SIN	13	13	100	16	16	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri. Kadambelil Pa	Managing Direct	19,099,793	0	0	0	19,099,793
	Total		19,099,793	0	0	0	19,099,793

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GIREESH C P	CFO	5,267,529	0	0	0	5,267,529
2	RANJITH RAJ P	COMPANY SEC	1,761,847	0	0	0	1,761,847
	Total		7,029,376	0	0	0	7,029,376

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVIMOHAN PERI	DIRECTOR	0	0	0	2,050,000	2,050,000
2	VADAKKEKARA AN	DIRECTOR	0	0	0	2,170,000	2,170,000
3	THOMAS JACOB K	DIRECTOR	0	0	0	1,330,000	1,330,000
4	ASHA MORLEY	DIRECTOR	0	0	0	1,450,000	1,450,000
5	ALEX PARACKAL C	DIRECTOR	0	0	0	1,210,000	1,210,000
6	SANTHOSH GEOR	DIRECTOR	0	0	0	50,000	50,000
7	CHANDANATHIL P	NOMINEE DIRE	0	0	0	1,930,000	1,930,000
8	SANEESH SINGH	NOMINEE DIEC	0	0	0	1,290,000	1,290,000
9	VINOD VIJAYALEK	ADDITIONAL DI	0	0	0	320,000	320,000
	Total		0	0	0	11,800,000	11,800,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

DHANYA TP

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

15006

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

PAUL
THOMAS
KADAMBELI
Digitally signed by
PAUL THOMAS
KADAMBELI
Date: 2023.02.10
17:30:14 +05'30'

DIN of the director

00199925

To be digitally signed by

DHANYA
THAZHE
PUNNADATH
Digitally signed by
DHANYA THAZHE
PUNNADATH
Date: 2023.02.10
17:37:12 +05'30'

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

10883

Certificate of practice number

15006

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

AGM Extension approval.pdf
Attendance of Directors FY 2021-22.pdf
List of Board Meetings - FY 2021-22.pdf
List of Committee Meetings FY 2021-22.pdf
List of Designated KMPs of the Bank.pdf
MGT 8 Corrected.pdf
List of Shareholders and Debentureholders

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company