Joy of Banking

April 11, 2022

The Catalyst Trusteeship Limited GDA House, Plot No.85, Bhusari Colony (Right), Paud Road, Pune - 411038

Sir,

#### Sub: Statutory Compliance Report of NCDs for the Quarter ended 31st March, 2022.

We refer to your letter No.: CTL/MUM/Compliance/Quarterly/2021-22/6523, dated 31st March 2022, seeking the Company to furnish updated information on default in payment of principal and interest on due dates, ISIN wise BENPOS, credit rating and the details of the creation of DRR.

In this regard, please find attached the following details and documents towards statutory compliance for the quarter ended 31st March, 2022.

#### Part I. Information to Debenture Trustee:

	Part I- Information t	o Debenture Trustee
	1.Updated list of the names and addresses	Enclosed as Annexure G
	of the Debenture Holders (as recorded in the	
	Beneficiary Position statement i.e.,	
	"BENPOS") separately under each CL / ISIN	
	2. Details of interest and principal due but	There was no interest and principal amount
	unpaid and reasons thereof, duly signed by	due to be paid during the quarter ended 31st
	key managerial personnel viz., Managing	March, 2022. The details are enclosed in
	Director/ Whole Time Director/CEO/	Annexure – A (enclosed).
	CS/CFO of the Company.	
	3. The number and nature of grievances,	
	received from the debenture holders and (a)	
	number of grievances resolved by the	Enclosed as Annexure B
	Company (b) grievances unresolved by the	
	Company and the reasons for the same.	
	4. A statement that the assets of the	
	Company and of the guarantors, if any,	The Statement of Asset Cover shall be
	which are available by way of security/cash	submitted along with the approved financial
	flows/profits are sufficient to discharge the	results for the quarter ended March 31, 2022.
	claims of the debenture holders as and when	
1	they become due and that such assets are	
	free from any other encumbrances except	
- 1	those which are specifically agreed to by the	
	debenture holders. Said Statement to be	
	duly signed by key managerial personnel	
		Goal Finance San
1	AF SMALL FINANCE BANK LIMITED Icense No.: MUM 124, CIN: U65990KL2016PLC045669	Registered Office:
I YEAR IN		(i / Building No.VII / 83 / 8 )

Registered & Corporate Office: ESAF Small Finance Bank Limited, Building No. VII/83/8, ESAF Bhayan, Mannuling Mannuthy, Thrissur - Palakkad National Highway, Thrissur - 680 651, Kerala.

Ph. No: 0487 7123456 Email: customercare@esafbank.com www.esafbank.com

Thrisaur-68065

viz., Managing Director / Whole Time	
Director / CEO / CS/ PCA / CFO of the	
Company (Annexure F)	
AND	The Statement of Asset Cover shall be
A Half-Yearly certificate regarding	submitted along with the financial results for
maintenance of hundred percent Asset	the quarter ended March 31, 2022.
Cover or higher asset cover as per the terms	·
of offer document/ Information	
Memorandum and/or Debenture Trust Deed,	
including compliance with all the covenants,	
in respect of listed non-convertible debt	
securities, by the statutory auditor, along	
with the financial results, in the manner and	
format as specified by the Board.	
(Annexure-C)	
5. A copy of the financial results submitted to	The Financial Results will be made available
stock exchanges shall also be provided to	to the Debenture Trustees as soon as the
Debenture Trustees on the same day the	same is submitted to the Stock Exchange.
information is submitted to stock exchanges.	
As per Regulation 52 (1) of SEBI (LODR)	
Regulation, 2021, Further, financial results	
submitted to stock exchanges shall disclose	
items as per Regulation 52 (4) of SEBI	
(LODR) Regulation, 2021.	
A copy of published financial results and	
statement referred to in Regulation 52 (4),	
shall also be provided to Debenture	
Trustees. As per Regulation 52 (7) of SEBI	
(LODR) Regulation, 2021	
6. Details of Debenture Redemption	Not Applicable
Reserve/Debenture Redemption/	
maintenance of funds as per Companies	
(Share Capital and Debentures) Rules, 2014	
7. Details of Recovery Expense Fund	The details of the Recovery Expense Fund is
	provided as Annexure-D.
8. Details of Accounts/ funds to be	Not Applicable
maintained in case of Municipal Debt	
Securities.	
9. Utilization of issue proceeds of non-	
convertible securities :	
i) Copy of statement indicating the utilization	Complied.
of issue proceeds of non-convertible	
securities, which shall be continued to be	
given till such time the issue proceeds have	and the second of the second o
been fully utilised or the purpose for which	will Finance Bank
these proceeds were raised has been	Statististed Office:
** The second	( P. 19 - 19 No.VII / 63 / 8 ) ) ( P. 19 - 19 No.VII / 63 / 8 ) ) ( P. 19 - 19 No.VII / 63 / 8 ) ( P. 19 No.VII / 63 / 8 )
,	A Commission of the Commission
	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1

	achieved submitted to the stock exchange	
	within forty-five days from the end of every	<i>:</i>
	quarter as per granular disclosure as to	
	object of issue in Placement	
	Memorandum/Shelf Placement	
	Memorandum/Offer Document. (As per	
	Regulation 52(7) of SEBI (LODR)	
	Regulation, 2021.	
	ii) A report from the lead bank regarding	
	progress of the project; (If applicable)	NA
	iii) A certificate from the Company's	A certificate dated April 7, 2022 obtained
	Statutory Auditor (annual). (In case not	from the Practicing Chartered Accountant
	applicable, reason may be mentioned)	indicating the utilization of issue proceeds of
	(a) In respect of utilization of funds during	non-convertible securities is enclosed
	the implementation period of the project and	herewith.
	(b) In the case of debentures issued for	norewitt.
	financing working capital, at the end of each	
	accounting year	
	10. In case of any material deviation in the	NIL
ĺ	use of proceeds as compared to the objects	INE
	of the issue, the same shall be indicated in	
	the format as specified by the Board.	·
-	11. Details of any significant change in	NIL
	composition of Board of Directors, if any,	NIL
	•	
	which may amount to change in control as defined in SEBI (Substantial Acquisition of	
	·	
	Shares and Takeovers) Regulations, 2011	
	(as amended from time to time), Changes if	
	any to be disclosed along with copies of	
-	intimation made to the stock exchanges;	NIII
	12. Details of any amalgamation, demerger,	NIL
	merger or corporate restructuring or	
	reconstruction scheme proposed by the	
-	Company;	NII
	13. Details of change, if any, in the nature	NIL
	and conduct of the business by the	
-	Company;	NIII
	14. Proposals, if any placed before the	NIL .
	Board of Directors for seeking alteration in	
	the form or nature or rights or privileges of	·
- [	the Debentures or in the due dates on which	
-	interest or redemption are payable, if any;	NIII
	15. Outstanding litigations, orders,	NIL
	directions, notices, of court/tribunal	
	affecting, or likely to materially affect the	mall Finance San
L	interests of the Debenture Holders or the	Registered Office:
		// Y/ pelliging No.VII / 83 / 8 ) }
		A Star Bhavan, Mannuthy /
		37 Small 5800

assets, mortgaged and charged under	
security creation documents, if any;  16. Compliance of all covenants of the issue	Enclosed as Annexure E
(including side letters, accelerated payment	Lilciosed as Affilexule L
clause, etc.) and status thereof;	
17.A Statement confirming that there are no	Enclosed as Annexure E
events or information or happenings which	Endosed as Amiexare E
may have a bearing on the	
performance/operation of the Company, or	
there is no price sensitive information or any	
action as per SEBI (Listing Obligations and	
Disclosure Requirements) Regulations,	
2015 that may affect the payment of interest	
or redemption of the Debentures;	
18. Details of Fraud/defaults by promoter or	Not Applicable
key managerial personnel or by Issuer	
Company or arrest of Key Managerial	
Personnel or promoter; Annexure E;	
19. Details of requisite / pending (if any)	Enclosed as Annexure E
information /documents indicated as	
conditions precedent/subsequent in	
debenture document/s in respect of your	
NCD.	
20. A Certificate confirming that the	Not Applicable, as all the debt securities
properties secured for the Debentures are	issued by the Bank are unsecured in nature.
adequately insured and policies are in the	
joint names of the Trustees; (wherever	
applicable copy of the Insurance Policies duly endorsed in favor of the Debenture	,
Trustee as 'Loss Payee'), (If applicable)	
21. Change in Credit rating for each ISIN if	Re-affirmed credit rating for the Debentures
any.	was obtained on 3 <sup>rd</sup> January, 2022.
22. Company has complied with the	Complied. (Enclosed as Annexure E)
provisions of Companies Act, Securities	(
Exchange Board of India (Listing Obligations	
and Disclosure Requirements) Regulations	
2015, the listing agreement with stock	
exchange, trust deed and all other	
regulations issued by SEBI pertaining to	
debt issue from time to time.	
23. The company to submit the pre-	Complied. The Pre-authorisation letter has
authorisation letter or details of Redemption	already been submitted to your office vide
account to trustee with regards to clause 3.2	Email dated August 04, 2020. (Enclosed as
of SEBI Circular on Operational framework	Annexure E)
for transactions in debt securities dated	A Company of the Comp
23.06.2020, in case the same has not been submitted yet.	Small Finance Bung
Submitted yet.	Registered Office: 15 1
	Building No.VII / 83 / 8  ESAF Bhavan, Mannuthy
	Cost Mayon, mannany

Virissur-880054

24. The 'High Value Debt Listed Entities' which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above (provided that in case an entity that has listed its non-convertible debt securities triggers the specified threshold of Rupees Five Hundred Crore during the course of the year), shall ensure compliance with the provisions outlined under Regulations 16 to 26.

Not Applicable. The provisions of Chapter IV of the SEBI (LODR) Regulations, 2015 are not applicable for the debt listed companies.

- 25. The listed entity shall submit to the stock exchange and the Debenture Trustee and publish on its website:
- a) A copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the date of commencement of dispatch to its shareholders; and
- b) In the event of any changes to the annual report, the revised copy along with the details and explanation for the changes not later than 48 hours after the annual general meeting

The Financial Results will be made available to the Debenture Trustees as soon as the same is submitted to the Stock Exchange.

# Part II – Confirmation about the Information to be submitted to the Debenture holders (Regulation 58)

- 1.The Listed shall send the following documents:
  - a) Soft copies of the full annual reports to all the holders of non-convertible securities who have registered their email address(es) either with the listed entity or with any depository;
  - b) Hard copy of statement containing the salient features of all the documents, as specified in Section 136 of Companies Act, 2013 and rules made thereunder to those holders of non-convertible securities who have not so registered;
  - Hard copies of full annual reports to those holders of non-convertible securities who request for the same

The Annual Report shall be submitted to the Debenture holders as soon as it is approved by the Board of Directors and the Shareholders of the Bank.

Pagistored Office:
Building No.VII / 63 / 8
ECAF Dhavan, Mannuthy

2. The listed entity shall send the notice of all meetings of holders of non-convertible debt securities specifically stating that the provisions for appointment of proxy as mentioned in Section 105 of the Companies Act, 2013, shall be applicable for such meeting	NA
3. The listed entity shall send proxy forms to holders of non-convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution.	NA .

Thanking you,

Yours Faithfully

Ranjith Raj P

Compary Secretary and Compliance Office Pffice:

Building No. VII / 83 /
ESAF Bhavan, Mannut

Thrissur-6806

Annexure A

Details of Interest/Principal Payment and Credit Rating for the quarter ended 31<sup>st</sup> March-2022.

(01<sup>st</sup> January, 2022 to 31<sup>st</sup> March, 2022)

	Interest/Principal (ISIN wise)										
SI.No	Issue size	ISIN No	Credit Rating	Due date of redemption and/or interest (falling in the quarter)	Due Type (Interest & Principal)	Amount Due	Paid/unpaid (date of payment, & reasons if not paid)	Amount Paid	Next due date for the payment of Interest / principal		
1	20	INE818W08016	CARE A; negative (Single A; Outlook: Negative)Reaffirmed on 03.01.2022	NA	NA	NA	NA	NA	30-Jun- 22		
2	20.0	INE818W08024	CARE A; negative (Single A; Outlook: Negative) Reaffirmed on 03.01.2022	NA	NA	NA	NA	NA	30-Jun- 22		
3	40.0	INE818W08032	CARE A; negative (Single A; Outlook: Negative) Reaffirmed on 03.01.2022	NA	NA	NA  mall Finance The Registered Office:	NA	NA	30-Jun- 22		

### Annexure B

(01<sup>st</sup> January, 2022 to 31<sup>st</sup> March, 2022)

## a) Status of Investor Grievance

No. of		Comp	laints	No.	of	Comp	laints	No. of Complaints
receive quarte		during	the	resolv quarte		during	the	pending at the end of reporting quarter
		0				0		0

## b) Details of complaints pending for more than 30 days:

No. of	Na	ture of compla	ints	Steps	Status of
Complaints Pending for more than 30	Delay in payment of interest	Delay in payment of redemption	Any other	taken for redressal	complaint (if redressed, date of
days			A Finance		redressal)
0	0	0 .	Operator Off	NA.	NA

Building No.VII/83/8 ISAF Bhavan, Mannuthy

Thrissur-68065

### Annexure D

# a) Debenture Redemption Reserve/ Debenture Redemption/ maintenance of funds as per Companies (Share Capital and Debentures) Rules, 2014.

SI. No.	Name of the Listed Entity	Issue Type (public/ Privately placed listed)	Type of entity (NBFC/HFC/FI/other)	Size (in ₹	ISIN (that is maturing in the current FY)	1	Status of maintenance of DRR (15% / 10% of the amount maturing in the year, applicable as per companies (share Capital and Debentures) Rules, 2014)	
	<u> </u>					Not Applic	⊥ able	

# b) Details of Recovery expense fund

SI. No.	Name of the Listed Entity	Issue Type (public/ Privately placed listed)	Issue Size (in ₹ Crores	Size/ Value of recovery fund maintained	Any addition in the recovery Expense fund during the quarter	Details of usage of the funds, if any, during the quarter	Additional remarks
1	ESAF Small Finance Bank Limited	Privately Placed listed	800,000,000	Rs.1,30,000/-	NIL	NIL Small Pinance 3 Grand	NIL

Registered Office:

Building No.Vil / 83 / 8

ESAF Enavan, Mannuthy

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## c) Accounts/ funds to be maintained in case of Municipal Debt Securities

SI.	Name of	of the	Issue Type	Issue Size	Size/Value	of fund/account ma	Action taken by debenture			
No.	Listed Entity		(public/ Privately Placed listed)	(in ₹ crores)	No lien escrow Account	Interest payment Account	Sinking fund account	trustee, if any (in case of shortfall etc)		
	Not Applicable, as the Bank has not issued any Municipal debt Instruments.									

Registered Office:
Building Ko.VII / 83 / 3
SSAF Bhavan, Marquih

Mrissur-6806

#### Annexure E

#### Company hereby declares the following:

- i. Interest and Principal due on debentures are paid on due dates.- No Interest and Principal payments were due during the Quarter ended March 31, 2022.
- ii. There is No change in credit rating of the issues. The existing Credit Rating obtained for the Debt Securities had been reaffirmed. The details are provided below;

ISIN	Credit Rating Agency	Rating as on 31 <sup>st</sup>	Reaffirmed
		March, 2022	Date
INE818W08016		CARE A; negative	03.01.2022
	CARE Ratings	(Single A; Outlook:	
		Negative)	
INE818W08024		CARE A; negative	03.01.2022
	CARE Ratings	(Single A; Outlook:	
		Negative)	
INE818W08032		CARE A; negative	03.01.2022
	CARE Ratings	(Single A; Outlook:	
	-	Negative)	

- iii. There is no material deviation in the use of proceeds as compared to the objects of the issue.
- iv. There is no significant change in composition of Board of Directors.
- v. The properties secured for the Debentures are adequately insured and policies are in the joint names of the Trustees **Not Applicable as the NCDs issued by the Bank are unsecured in nature.**
- vi. All requisite information/ documents, covenants as mentioned in the Offer Document and or indicated as conditions precedent/ subsequent in debenture documents in respect of NCD are complied with and/ or submitted from time to time to Debenture Trustee.
- vii. There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures.
- viii. Company has submitted the pre-authorisation as per SEBI Operational circular dated 10.08.2021 bearing reference no SEBI/HO/DDHS/P/CIR/2021/613 and if there is any change in the provided bank details same will be shared within 1 working day as specified in the said circular.

Building No.VII/83/8 ESAF Bliavan, Mannuthy Thrissur-680651

- ix. Company has complied with the provisions of Companies Act, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listing agreement with stock exchange, trust deed and all other regulations issued by SEBI pertaining to debt issue from time to time.
- x. Compliance of all covenants of the issue (including side letters, accelerated payment clause, etc. and status thereof;
- xi. There are no Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;
- xii. Company has complied with para 2.2 of the SEBI circular dated 12.11.2020, for all existing debt securities, listed entities and trustees are required to enter into supplemental/ amended debenture trust deed incorporating the changes in the debenture trust deed.
- xiii. The 'High Value Debt Listed Entities' which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above (provided that in case an entity that has listed its non-convertible debt securities triggers the specified threshold of Rupees Five Hundred Crore during the course of the year) is in compliance with the provisions outlined under Regulations 16 to 27. NA, as the provisions of Chapter IV of SEBI (LODR) Regulations, 2015 are not applicable for the listed debt listed Companies.
- xiv. We confirm that a functional website containing, amongst others, Email address for grievance redressal and other relevant details and Name of the debenture trustees with full contact details is maintained by the Company.

For ESAF Small Finance Bank Limited

Ranjith Raj P

Company Secretary and Compliance officer

Building No.VII / 83 / 8 ESAF Bhavan, Mannuthy

Mrissur-6306

mall Finance Ban

Place: Thrissur

Date: April 11, 2022

# ANNEXURE - G

		BENPOS AS ON 31ST MARCH, 2022										1
SI.No	DPID	CLIENTID	NAME1	ADD1	ADD2	ADD3	CITY	PIN	EMAIL1	EMAIL.2	ISIN	POSITION
1	IN301516	10000012		TREASURY	I DOOK	BANDRA - KURLA COMPLEX	BANDRA EAST MUMBAI	400051	MMBACKOFFIC E@FEDERALBA NK.CO.IN	-	INE818W08016	200.00
2	IN301516	10000012		TREASURY	FLOOR I AXMI	KURLA	BANDRA EAST MUMBAI	400051	MMBACKOFFIC E@FEDERALBA NK.CO.IN	-	INE818W08024	200.00
3	IN300214	22333045	COOPERATIVE SOCIETY	IKALATHODE : !	OLLUKKARA PO	-	THRISSUR KERALA	680655	RAJESH@ESAF .IN	-	INE818W08032	400,00
TOTAL										800.00		

Registered Office:
Building No.VII / 83 / 8
ESAF Bhavan, Mannuthy

77/1/ssur-68060



# A. JOHN MORIS & CO.,

**CHARTERED ACCOUNTANTS** 

Ajm-kch/Cer/01/2021-2022

07th April, 2022

#### **CERTIFICATE**

We have examined and verified the books of accounts and other relevant documents and registers maintained by M/S ESAF Small Finance Bank Limited having its Registered office and Corporate Office at Building No.VII/83/8,ESAF Bhavan, Thrissur-Palakkad National Highway, Mannuthy P O, Thrissur, Kerala - 680 651 with a view to ascertain statutory compliance for the quarter ended 31st March, 2022 relevant to the listed Non-Convertible Debentures (NCDs) issued by the company.

On the basis of such examination and on obtaining the information and explanation which we deemed necessary for the purpose, we hereby confirm the following details by certifying that:

- 1. The details of the NCDs issued by the Company under the trusteeship of Catalyst Trusteeship Limited are given in Annexure I.
- 2. The company has utilised the funds for the purpose of growth of the microfinance loan portfolio of the Company.
- 3. As per Rule 18(7)(b)(ii) of the Companies (Share Capital and Debentures) Rule, 2014 issued by Ministry of Corporate Affairs, creation of Debenture Redemption Reserve (DRR) is not required for Bank's registered with the RBI under Section 22 of the Banking Regulation Act, 1949, when such debentures are issued on private placement basis. Accordingly, the company has not created Debenture Redemption Reserve.
- 4. During the quarter, No NCDs had the interest fallen due
- 5. During the quarter, No NCDs were due for redemption
- 6. As on ended 31st March ,2022, there is no default in payment of interest.

The certificate is issued at the request of the Company for submitting to debenture trustee M/S Catalyst Trusteeship Limited.

Place: Kochi

UDIN: 22236710AGNYBW2964

FOR A. JOHN MORIS & CO., CHARTERED ACCOUNTANTS

FRN: 007220S

JOBIN GEORGE B.Com, FCA

Partner M. No. 236710

Cochin: Door No.56/503, Ilnd Floor, Building No.G 308, Shan Apartment, Near Avenue Centre Hotel Panampilly Nagar, Kochi - 682 036

Ph: +91 484 4874822 | Cell: +91 99958 32342 | Website: www.ajohnmoris.com

HO: No. 5, Lakshmipuram, 1st Street, Deivasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014
Branches: Nagercoil, Tiruchirappalli, Madurai, Kumbakonam, Tirupur, Colmbatore, New Delhi, Bengaluru, Mumbai,
Cochin, Thrissur, Hyderabad, Jeypore, Ahmedabad, Trivandrum, Tuticorin, Guntur



# A. JOHN MORIS & CO.,

**CHARTERED ACCOUNTANTS** 

# 2022, Annexure I - NCDs' position during the Quarter Ended 31st March

S	Particulars of	Secured/	ISIN	Amount (Rs)	Inter	Red	Next due	Outs	Book
1	NCD	Unsecured		on-in-contrary	est	empt	date of	tandi	Debt
N				No.	Paid	ion	interest	ng	Нур
0				REFERENCE AND ADDRESS OF THE ADDRESS	(Rs.)	amo		as	othe
						unt	-	on	cate
		*				(Rs.)		31 <sup>st</sup>	d
					-			Marc	-
				rice revolution of the second			***	h,20	
	·			7				22	
1	Basel III	Unsecured	INE818W08016	20,00,00,000	Nil	N. A	30-June	20	N. A
	complaint			-			2022		
	Tier II bonds			un maria de la companya de la compan			<b>1</b>		
	in the form of		50000000000000000000000000000000000000	VC/A/A/A					-
	NCD								
2	Basel III	Unsecured	INE818W08024	20,00,00,000	Nil	N. A	30-June-	20	N.A
	complaint						2022		-
	Tier II bonds		-				*		THE STATE OF THE S
	in the form of			riging dependence of the control of					
	NCD								
3	11.50%	Unsecured	INE818WQ8032	40,00,00,000	Nil	N. A	30-June-	40	N.A
	ESAFSFBTie			the contraction of the contracti	at the second		2022		
	r II Bonds			***************************************	· Control of the cont				
	June 2025				<u></u>			<u></u>	

For A. JOHN MORIS & CO., CHARTERED ACCOUNTANTS FRN: 007220S

A Que

JOBIN GEORGE B.Com, FCA Partner M. No. 236710

Place: Kochi

UDIN: 22236710AGNYBW2964

Cochin: Door No.56/503, IInd Floor, Building No.G 308, Shan Apartment, Near Avenue Centre Hotel Panampilly Nagar, Kochi - 682 036

Ph: +91 484 4874822 | Cell: +91 99958 32342 | Website: www.ajohnmoris.com

HO: No. 5, Lakshmipuram, 1st Street, Deivasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014
Branches: Nagercoil, Tiruchirappalli, Madurai, Kumbakonom, Tirupur, Coimbatoro, Now Dolhi, Bengaluru, Mumbai,
Cochin, Thrissur, Hyderabad, Jeypore, Ahmedabad, Trivandrum, Tuticorin, Guntur