

TRANSCRIPT OF THE SIXTH ANNUAL GENERAL MEETING OF M/S ESAF SMALL FINANCE BANK LIMITED HELD ON TUESDAY, 13TH DECEMBER, 2022 AT BUILDING NO.VI/83/8, ESAF BHAVAN, THRISSUR-PALAKKAD NATIONAL HIGHWAY, MANNUTHY, THRISSUR -680651 AT 10:30 AM THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM).

MEMBERS PHYSICALLY PRESENT

Name of the Member	Designation
Shri. Kadambelil Paul Thomas	Shareholder
M/s ESAF Financial Holdings Private Limited	Smt. Mereena Paul (Representing M/s ESAF Financial Holdings Private Limited)
Smt. Mereena Paul	Shareholder
Shri. Hari Velloor	Shareholder
Shri. George K John	Shareholder
ESAF Staff Welfare Trust	Shri. George Thomas (Representing M/s ESAF Staff Welfare Trust)

MEMBERS PRESENT THROUGH VIDEO CONFERENCING

Name of the Member	Designation
Shri. Alok Thomas Paul	Shareholder
Shri. Amit Shah	Shareholder (Representing PNB Metlife Insurance Company Limited)
Shri. Beena George	Shareholder
Shri.Bobby	Shareholder
Shri. Chris	Shareholder
Emy Acha Paul	Shareholder
Shri .George Ittan	Shareholder
Shri. Jamil Ansari	Shareholder
Shri. Joseph Varghese	Shareholder
Shri. Leo Joseph	Shareholder
Shri. Mathews Markose	Shareholder
M/s PNB MetLife India Insurance	Shareholder (Represented by Shri.Amit Shah)

Company Limited	
Shri. Mohan V Mathew	Shareholder
M/s Lahanti Lastmile Solutions Private Limited	Shareholder (Represented by Shri. K R Mohanachandran)
Shri. Premarajan M V	Shareholder
M/s Bajaj Allianz Insurance Company Limited	Shareholder (Represented by Smt. Reshma Banda and Jamil Ansari)
Shri. Savio Joseph	Shareholder
Shri. Soney jose	Shareholder
Shri.Sunil G Nampoothiri	Shareholder
Shri. Thomas Jacob	Shareholder

DIRECTORS PHYSICALLY PRESENT

Shri.Ravimohan Periyakavil Ramakrishnan	Chairman and Non-Executive Independent Director
Shri. Kadambelil Paul Thomas	Managing Director and CEO
Dr. V A Joseph	Non-Executive Independent Director
Shri. M G Ajayan	Non-Executive Nominee Director

DIRECTORS PRESENT THROUGH VIDEO CONFERENCING

Shri. Thomas Jacob Kalappila	Non-Executive Independent Director
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SPECIAL INVITEES PRESENT

Name of the Invitee	Designation
Shri.Neville M Daruwalla	Partner, M/s. Deloitte Haskins and Sells LLP – Statutory Auditor
Smt. Abarna	Partner, M/s Abarna and Ananthan- Joint Statutory Auditors

IN ATTENDANCE

Shri. Ranjith Raj P	Company Secretary
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Shri. Ranjith Raj, Company Secretary

Good Morning All,

We will commence the proceedings of the Sixth Annual General Meeting of M/s ESAF Small Finance Bank Limited. Welcome to all the shareholders and the invitees present for the meeting.

This meeting of M/s ESAF Small Finance Bank Limited is held through the Video Conferencing Mode as part of the circular issued by the Ministry of Corporate Affairs and the participants who are attending the meeting through Video Conferencing shall be counted for the purpose of quorum. The requisite quorum is available.

I would like to welcome the Directors attending the meeting one by one.

Shri.Ravimohan Periyakavil Ramakrishnan, Chairman is attending the meeting from the Board room of the Bank.

Shri.Kadambelil Paul Thomas, MD and CEO of the Bank is attending the meeting from the Board room of the Bank.

Dr.V A Joseph, Non-Executive Independent Director of the Bank is attending the meeting from the Board room.

Shri.Thomas Jacob Kalappila, Non-Executive Independent Director of the Bank is attending the meeting through Video Conferencing from Trivandrum.

Shri. Thomas Jacob Kalappila is attending the meeting as a representative of the Audit Committee of the Board.

Shri. M G Ajayan, Nominee Director of the Bank is attending the meeting from the Head Office of the Bank.

The representative of the M/s Deloitte Haskins and Sells LLP, Statutory Auditors of the Bank, is attended the meeting. The representative of the new Statutory Auditors of the Bank, Shri. Abarna and Ananthan is also attending the meeting.

The Statutory Register and other records are also available for inspection both electronically and physically.

As the meeting is convened through Video Conferencing, proxy is not applicable. The floor is open for question from shareholders as and when the Chairman permits the same. During the voting by show of hands, the members are requested to enable the video. While the discussions are happening, the shareholders are requested to mute the audio and unmute it as and when the Chairman allows the same to be done.

The members are requested to note that, the transactions are being recorded as per the provisions of Companies Act, 2013.

The quorum of the meeting is complied with. I will now request the Chairman to start the proceedings of the meeting.

Chairman:

Good Morning All.

Welcoming all to the sixth Annual General Meeting of ESAF Small Finance Bank Limited. Let me, at the outset welcome you all to the meeting.

The Deposit balances have grown in the past six years to register its presence in whole of India. The Bank has grown its asset size and its business outreach. During the last one year we have conducted lot of outreach programs, financial inclusion attempt and sustainable banking activities. Last week, the Bank had also conducted a training program for the Cluster Heads in Bhopal, where the cluster heads from North, West and Central India participated. In this connection, the Bank has invited Regional Director of RBI, MP to address the officers of ESFB. The RBI official who has visited the place has heaped praise on the performance of the Bank.

As the asset size of the Bank has crossed Rs.15,000 Crore during the financial year, it is mandatory to appoint joint Auditors for the Bank. As the new Auditors are coming in the fag end of the financial year, it was difficult to complete the Audit before September 30, 2022. Hence, your Bank has applied for an extension for the conduct of the Annual General Meeting with the MCA and received an extension till December 31, 2022. Unfortunately, the timeline approved for IPO by SEBI was expiring on October 31, 2022. Prior to October, due to the turbulence in the financial market, the Bank was unable to complete the IPO. Although, an extension was sought for the conduct of the Annual General Meeting, the SEBI was not comfortable granting an extension to all those who sought an extension.

Meanwhile the Bank has undergone some organizational restructuring within EVP level, senior management level. Further, the Board of Directors of the Bank have also undergone significant change during the year.

In the coming years the Bank is anticipating further improvement in the business position. The MD will brief you more on the business achievements of the Bank.

Once again thank you all for your unstinted support and cooperation in taking the Bank forward during the toughest times.

MD and CEO :

Respected Chairman of the Bank Shri. Ravimohan, all other Directors of the Bank and the valued shareholders and Senior Colleagues. As we all know, we pass through another tougher year due to the COVID pandemic. The Banking industry across the country continued to fill an enormous credit gap and played a crucial role in distributing the stimulus packages developed by Reserve Bank of India and Central Government and it has really boosted the economic growth and sustained the economic activity specially in the rural and semi-urban areas. However, now, the situation is improving with falling NPA's and impressive credit growth. We also see a significant growth amongst the Small Finance Bank as their credit growth is better than the other banking eco system. So during the year, our focus was to strengthening the asset quality, liquidity and capital adequacy and geographical diversification by improving the product portfolio, fulfill the needs of the customers for overall performance. We as a Bank could continue to serve our value to the customers even during the most difficult times. The

total business of the Bank has increased by 43.25% to 24,946 Crores from 17,414 Crores as on March 31, 2021 with both deposit and advances showing a positive trend. The deposit increased from 42.41% to 12,816 Crore as on March 31, 2022 compared to 8992 Crore when compared with the same period last year. The deposit has grown from 69.88% and the Term Deposit by 36.25%. The demand deposit and CASA has grown from 67.51% to 22,297 Crore and CASA ratio rose to 22.84% from 19.42% in March, 2021. The Micro finance loan book stood at 80.92% of the Gross Advances as on March 31, 2022 as against 84.78% March 31, 2021. The Gold loan book is also growing 1056.46% as on March 31, 2022. Even in the challenging environment, the Bank continued to perform well and witnessed growth momentum in revenue and Net Profit. We reported a lower profit for the year ended March, 2022 at 54.73 Crores. Taking social and environmental consideration, we are operating our business responsibly and continue to strengthen our sustainability journey with strategic priority on the theme – collaborate, leverage, surge. Being dedicated to our endeavours and over all mission, we are moving actively forward and are making an impact in the society through lastmile banking connectivity focusing on our guiding principles of transparency and prevention of over indebtedness among the borrowers and fair treatment of the customers to move ahead with zest and renewed vigour. The Deposits mobilised by the Bank are being utilized by the Bank in serving the under privileged, unbanked and under banked. While we diversified our loan portfolio by adding new asset based product, our customer base also grew. We handled our customers with multiple cycles of credit with an increasing resolve to empowerment and enhance our financial awareness and literacy through campaigns.

As on March 2022, we served 56 Lakh customers, with 21 States and 2 Union Territories and 95% of them are retail customers. We also expanded our geographic presence and added 25 Branches taking our total count to 575 and another 300 customer service centres owned and managed by banking correspondents totalling the number of banking outlets to 575. At digital front we scaled our technology and digitalization drive during the year. We built several industry first digital capabilities over the period of time and used them to our advantage. Our efforts in scaling the digital interphase and people strength will help the Bank build resilience. Moving forward, today ESAF is in better shape to exploit the growing opportunities in the banking industry. 49% of the GDP contribution of the Bank is coming from the rural and semi-urban areas. Hence, we see a lot of opportunities in the rural and semi urban areas in the coming years and we will be able to liberate the franchise we built over a period of time in the coming years and we will try taking advantage of India growth story everywhere possible.

On behalf of the Board of Directors of the Bank and the Management, I would like to thank the Corporate Promoter M/s ESAF Financial Holdings Private Limited, all other institutional and individual investors ie, Mr. Amith Shah- Director (Investments) representing M/s PNB Metlife Insurance Company for the Annual General Meeting. Smt. Reshma – Head Equity and Shri. Jamil Ansari – Head Research is attending the Annual General Meeting representing M/s Bajaj Life Insurance Company Limited. We wish to thank both of them and also other Institutional Investors Muthoot Finance, PI Ventures, ICICI Lombard Insurance Company, ESAF Cooperative Society and Individual large investors like M A Youssaf Ali, George Ittan, Shri. George Mammoottil Thomas and all other individual investors who supported us in this journey. Let me also thank our business correspondents, who is doing sourcing and collection in the micro finance sector. Thanking each one of them for their continued patronage and support extended to the Bank. We would like to specially thank our Chairman Shri. Ravimohan for guidance and leadership during the turbulent times. All our Board members have

contributed much to the growth of the Bank who were being with the Bank since inception Shri. Alex Parackal George, Smt. Asha Morley whose term expired yesterday. On behalf of the Bank, we would like to thank them for their invaluable contribution. Let me also thank the Statutory Auditor, M/s Deloitte Haskins and Sells LLP, Shri. Neville Daruwalla and G K Subramaniam the signing partners, for their guidance and support. I would also like to thank M/s Abarna and Ananthan, Bangalore. Let me also welcome our new Nominee Directors appointed to the Board, Shri. John Samuel and Shri.M G Ajayan and two Independent Directors, Shri. Ravi Venkatraman from Mumbai and Smt. K C Ranjini from Ernakulam. I would also like to thank our management team and the colleagues at the Head Office and at the Branches, for their commitment and hard work during the most difficult times. Once again thank all our stakeholders and all our partners who supported us in our journey.

Thank You very much.

Ranjith Raj:

Thank You Paul Sir.

Before proceeding with the transactions of the meeting, I would request the Chairman and MD to officially release the Annual Report of the Bank by handing it over to Mrs. Mereena Paul, MD and CEO of M/s ESAF Financial Holdings Private Limited.

Now I would request the Chairman to permit voting of the various resolutions. I would request all shareholders to enable the video while we conduct the voting of the resolution. There are eight resolutions to be transacted at the meeting.

- 1. To consider and adopt the Audited Standalone Financial Statements of the Bank for the Financial year ended March 31, 2022, together with the schedules and annexures thereto, the reports of the Board of Director's and the Auditor's thereon – Passed as an Ordinary Resolution**

Proposed by: Shri. Kadambelil Paul Thomas

Seconded by: Shri. Alok Thomas Paul

The members approved the Financial Statements of the Company for the financial year ended March 31, 2022 including the reports of Board of Directors and Auditors and passed the following resolution:

“RESOLVED THAT the Audited Balance Sheet of the Bank for the Financial Year ended on 31st March 2022 and the Profit and Loss account and Cash Flow for the year ended on that date together with the Schedules and Annexures thereto, the Reports of the Auditors' and Directors' thereon as placed before the shareholders in the Sixth Annual General Meeting of the Bank held on 13th December, 2022, be and is hereby approved.”

On being put to vote by show of hands, the resolution was carried unanimously and the Chairman declared the resolution as passed as an Ordinary Resolution.

- 2. To appoint M/s. Abarna and Ananthan, Chartered Accountants (Firm Registration Number: 000003S), as one of the Joint Statutory Auditors of the Bank to hold office**

for a period of 3 (Three) consecutive financial years, who shall hold office from the conclusion of the 06th Annual General Meeting until the conclusion of the 09th Annual General Meeting of the Bank and to authorize the Board of Directors of the Bank to fix their remuneration. – Passed as Ordinary Resolution

Proposed by: Smt. Mereena Paul

Seconded by: Shri. George Thomas

The members approved the appointment of **M/s. Abarna and Ananthan, Chartered Accountants as the** Joint Statutory Auditors of the Bank for a period of 3 consecutive financial years from the conclusion of the 6th Annual General Meeting to the 9th Annual General Meeting of the Bank and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force) and the applicable provisions of the Banking Regulation Act, 1949 including relevant circular, notification, guidelines issued in this regard and any other applicable laws (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Abarna and Ananthan, Chartered Accountants (Firm Registration Number: 000003S), be and are hereby appointed as one of the Joint Statutory Auditors of the Bank to hold the office for a period of three consecutive financial years, from the conclusion of the 06th Annual General Meeting until the conclusion of the 09th Annual General Meeting of the Bank, on such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit as may be mutually agreed between the Board of Directors of the Bank and the Auditors.”

“RESOLVED FURTHER THAT the Board, including the Audit Committee of the Board or any other person(s) authorized by the Board or Audit Committee in this regard, be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in the regard to the implementation of the resolution, including but not limited to determination of roles and responsibilities/ scope of work of the respective Joint Statutory Auditors, negotiating, finalizing, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work etc., without being required to seek any further consent or approval of the Members of the Bank.

On being put to vote by show of hands, the resolution was carried unanimously and the Chairman declared the resolution as passed as an Ordinary Resolution.

SPECIAL BUSINESS

- 3. Appointment of Shri. Vinod Vijayalekshmi Vasudevan (DIN: 02503201) as Non-Executive Independent Director of the Bank – Passed as an Ordinary Resolution**

Proposed by: Shri. George K John
Seconded by: Shri. George Thomas

The text of the resolutions along with explanatory statement is provided in the Notice circulated to the members.

The members approved the appointment of Shri. Vinod Vijayalekshmi Vasudevan as the Non-Executive Independent Director for a period of 3 consecutive years with effect from 22.12.2021 and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160, read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Banking Regulation Act, 1949 including relevant circular, notification, guidelines issued in this regard and any other applicable laws (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Bank and recommendations of the Nomination, Remuneration and Compensation Committee of the Board and the Board of Directors, Shri. Vinod Vijayalekshmi Vasudevan, holding DIN: 02503201, who was appointed as an Additional Director (Independent Director) on the Board of Directors of the Bank with effect from December 22, 2021, pursuant to provisions of Section 161 of the Companies Act, 2013, who has submitted consent to act as a Director of the Bank in Form DIR-2, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and that he meets the fit and proper criteria laid down by the Reserve Bank of India and in respect of whom the Bank has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Shri. Vinod Vijayalekshmi Vasudevan’s candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as the Non-Executive Independent Director of the Bank, to hold office for a period of three (3) consecutive years with effect from December 22, 2021 and whose office shall not be liable to retire by rotation.

4. Appointment of Shri. Ravi Venkatraman (DIN: 00307328) as Non-Executive Independent Director of the Bank - Passed as an Ordinary Resolution

Proposed by: Shri. George K John
Seconded by: Smt. Mereena Paul

The text of the resolutions along with explanatory statement is provided in the Notice circulated to the members.

The members approved the appointment of Shri. Ravi Venkatraman as the Non-Executive Independent Director for a period of 3 consecutive years with effect from 13.12.2022 and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160, read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable

provisions of the Banking Regulation Act, 1949 including relevant circular, notification, guidelines issued in this regard and any other applicable laws (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Bank and recommendations of the Nomination, Remuneration and Compensation Committee of the Board and the Board of Directors, Shri. Ravi Venkatraman, holding DIN: 00307328, who has submitted consent to act as a Director of the Bank in Form DIR-2, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and that he meets the fit and proper criteria laid down by the Reserve Bank of India and in respect of whom the Bank has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Shri. Ravi Venkatraman's candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as the Non-Executive Independent Director of the Bank, to hold office for a period of three (3) consecutive years with effect from December 13, 2022 and whose office shall not be liable to retire by rotation."

5. Appointment of Smt. Kolasseril Chandramohanan Ranjani (DIN: 01735529) as Non-Executive Independent Director of the Bank - Passed as an Ordinary Resolution

Proposed by: Smt. Mereena Paul

Seconded by: Shri. George Thomas

The text of the resolutions along with explanatory statement is provided in the Notice circulated to the members.

The members approved the appointment of Smt. Kolasseril Chandramohanan Ranjani as the Non-Executive Independent Director for a period of 3 consecutive years with effect from 13.12.2022 and passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160, read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Banking Regulation Act, 1949 including relevant circular, notification, guidelines issued in this regard and any other applicable laws (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Bank and recommendations of the Nomination, Remuneration and Compensation Committee of the Board and the Board of Directors, Smt. Kolasseril Chandramohanan Ranjani, holding DIN: 01735529, who has submitted consent to act as a Director of the Bank in Form DIR-2, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and that he meets the fit and proper criteria laid down by the Reserve Bank of India and in respect of whom the Bank has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Smt. Kolasseril Chandramohanan Ranjani's candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as the Non-Executive Independent Director of the Bank, to hold office for a period of three (3) consecutive years with effect from December 13, 2022 and whose office shall not be liable to retire by rotation."

6. Re-Appointment of Shri. Ravimohan Periyakavil Ramakrishnan (DIN: 08534931) as Non-Executive Independent Director of the Bank - Passed as a Special Resolution

Proposed by: Shri. Hari Velloor
Seconded by: Smt. Mereena Paul

The text of the resolutions along with explanatory statement is provided in the Notice circulated to the members.

The members approved the re-appointment of Shri. Ravimohan Periyakavil Ramakrishnan as the Non-Executive Independent Director for a period of 3 consecutive years with effect from 21.12.2022 and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Section 10A and other applicable provisions of the Banking Regulation Act, 1949 including relevant circular, notification, guidelines issued in this regard and any other applicable laws (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri. Ravimohan Periyakavil Ramakrishnan, holding DIN: 08534931, who has submitted consent to act as a Director of the Bank in Form DIR-2, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who has submitted declaration that he meets the fit and proper criteria laid down by the Reserve Bank of India and in respect of whom the Bank has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Shri. Ravimohan Periyakavil Ramakrishnan's candidature for the office of Director and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Bank to hold office for a term up to three consecutive years with effect from December 21, 2022 and whose office shall not be liable to retire by rotation.”

7. Revision of Remuneration of Shri. Kadambelil Paul Thomas (DIN: 00199925), Managing Director and CEO of the Bank – Passed as a Special Resolution

Proposed by: Shri. Hari Velloor
Seconded by: Shri. George K John

The text of the resolutions along with explanatory statement is provided in the Notice circulated to the members.

The members approved the revision of remuneration of Shri. Kadambelil Paul Thomas, MD and CEO of the Bank and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Section 35B and other applicable provisions of the Banking Regulation Act, 1949, Articles of Association of the Bank and subject to the approval of the Reserve Bank of India, the approval of the shareholders, be and is hereby accorded for payment of remuneration of an aggregate sum not exceeding Rs. 478 Lakhs per annum to Shri.

Kadambelil Paul Thomas, Managing Director and CEO of the Bank, with effect from April 01, 2021.”

“RESOLVED FURTHER THAT the Board of Directors of the Bank including Nomination, Remuneration and Compensation Committee of the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, to give effect to the above resolution, including making changes to the remuneration based upon the approval from Reserve Bank of India within the overall limit approved by the Shareholders.”

8. To raise funds through Private Placement of Unsecured, Rated, Redeemable Non-Convertible Debentures (NCDs) – Passed as a Special Resolution

Proposed by: Shri. Hari Velloor

Seconded by: Smt. Mereena Paul

The text of the resolutions along with explanatory statement is provided in the Notice circulated to the members.

The members approved the raising of funds through Private Placement of Unsecured, Rated, Redeemable, Non- Convertible Debentures and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and 179 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debenture) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and/or any other regulatory authority, the relevant provisions of Memorandum and Articles of Association of the Bank and subject to the rules, regulations, guidelines and circulars issued thereunder from time to time by any Regulatory Authorities, the consent of members of the Bank be and is hereby accorded to the Board of Directors (herewith referred to as the Board which expression shall also include a Committee thereof) of the Bank, to offer, issue and allot, in one or more tranches, Unsecured, Rated, Redeemable Non-Convertible Debentures until the conclusion of the Seventh Annual General Meeting, on a private placement basis, for an amount not exceeding in aggregate Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) on such terms and conditions and at such times at par or at such premium/discount, as may be decided by the Board, to such person or persons, including but not limited to, one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be or such other person/persons as the Board may decide so, for the purpose of meeting long term requirements of funds.”

“RESOLVED FURTHER THAT the Board of the Bank, be and are hereby authorized to do all such acts, deeds and things to give effect to the above resolution including appointment of trustees, registrar and share transfer agents or such other intermediaries, fixing the terms and conditions for the issue of NCDs including but not limited to the price, coupon, premium, discount, tenor, etc., preparation and authentication of offer letters, issue and allotment of debentures, authorizing officers of the Bank or such other intermediaries in connection with

the issue of NCDs or any other matter incidental or ancillary thereto.”

Ranjith Raj P – Company Secretary

All the items have been discussed. Thank you Chairman.

Now, I would request the shareholders to unmute their audio and ask questions if they

Shareholder: Would like to know regarding the asset quality of the Bank and when can we expect an improvement over the same?

Chairman: The asset quality has come down during COVID as the collection efficiency has gone down. After COVID, now the situation has improved. We had a loan book of 1500 Crores, which has come down to 1300 Crores. The Bank is constantly monitoring the situation and is taking all efforts to improve the situation.

MD and CEO: Madam, It is true that, there were lot of slippages due to the COVID impact. The situation really got worse during the second wave of COVID. But, now the situation is totally under control and the Bank has also made adequate provision to deal with the situation. Hence, the situation is totally under control.

Shareholder 1:

Thank you.

Shareholder 2:

What is the maximum time limit for IPO now?

MD and CEO: The regulatory time limit was over in 2021, July. As per the regulatory condition, once we cross Rs.500 Crore Networth, the Bank has to list within a period of 3 years. Though, we had taken steps to complete the IPO before COVID, the Bank was not complete the same due to the adverse market conditions due to COVID. The Bank, for the second time had also kick started the marketing activities, as there was improvement in the market conditions, however the Bank couldn't get an extension of timeline for completing the process. Completed. Since, we couldn't complete the process within the given timelines, we are in the process of refiling it and hopefully will be completing the same in the next financial year.

Ranjith Raj P:

Any other questions from the shareholders?

Chairman:

Thank you all once again for your continuous support and trust shown in the Bank. I am sure that, your Bank will be able to redress all the grievances and concerns of the shareholders raised during the meeting. We will be taking all possible efforts to ensure that, the bank stays in the greater heights in the next financial year and also during the remaining part of the

financial year. The Bank will be trying to bring the NPA's under control and enhance the provision coverage ratio which will have direct impact over the capital adequacy ratio as well. By ensuring all these, I am sure that, the Bank will be in a much comfortable level for progressing towards the IPO. Your Bank has already started the preparation of the IPO documents. As there were change in the Statutory Auditors of the Bank and the Board of Directors of the Bank, some updations need to be done in the IPO documents prepared. Moreover, the financial statements also need to be updated which need to be signed by both the Statutory Auditors of the Bank. We are going forward with a clear mind set and are sure that we will be achieving the objectives which the Reserve Bank of India has stated while granting license to the Bank., going forward, the Bank will be receiving your continuous support and cooperation.

I am hoping that, atleast for the next Annual General Meeting, all of you will come to Thrissur during this occasion.

Thank You very much.

MD and CEO :

Thank you all

Ranjith Raj P:

We will conclude the meeting with National Anthem.
