

**TRANSCRIPT OF THE EXTRA ORDINARY GENERAL MEETING OF ESAF SMALL FINANCE BANK LIMITED (THE 'BANK') HELD ON WEDNESDAY, 16<sup>TH</sup> FEBRUARY, 2022 AT THE REGISTERED AND CORPORATE OFFICE OF THE BANK SITUATED AT BUILDING NO. VII/83/8, ESAF BHAVAN, THRISSUR – PALAKKAD NATIONAL HIGHWAY, MANNUTHY, THRISSUR – 680 651, KERALA**

Time of Commencement of the Meeting : 11:00 AM

Time of Conclusion of the Meeting : 11:30 AM

**Members Physically Present**

Sl. No.	Name of the Member	Designation	No. of Shares held by the member	Shareholding (%)
1.	Shri. Kadambelil Paul Thomas	Shareholder	3,11,86,785	6.939%
2.	M/s. ESAF Staff Welfare Trust	Represented by Shri. George Thomas, Chairman	10,00,000	0.222%
3.	Shri. Bosco Joseph	Shareholder	40,000	0.009%
4.	Shri. George K John	Shareholder	1	-

**Members present through Video Conferencing**

Sl. No.	Name of the Member	Designation	No. of Shares held by the member	Shareholding (%)
1.	M/s. ESAF Financial Holdings Private Limited	Represented by Smt. Mereena Paul, Chairman and Managing Director	28,07,58,391	62.464%
2.	M/s. ESAF Swasraya Multi State Agro Co-operative Society	Represented by Shri. V L Paul, Chief Executive Officer	2,24,13,659	4.987%
3.	M/s. PNB Metlife India Insurance Company Limited	Represented by Shri. Shivraj Gupta,	2,13,46,993	4.749%
4.	M/s. Lahanti Lastmile Services Private Limited	Represented by Shri. Mohanachandran KR, Managing Director and CEO	1,49,738	0.033%
5.	Shri. Mohan V Mathew	Shareholder	6,66,666	0.148%
6.	Shri. Balu P Mani	Shareholder	2,00,000	0.044%
7.	Shri. Assan Khan Akbar	Shareholder	1,24,781	0.028%

8.	Shri. K T Mathew	Shareholder	66,666	0.015%
9.	Smt. Beena George	Shareholder	40,001	0.009%
10.	Shri. Mathews Markose	Shareholder	40,000	0.009%
11.	Shri. Hari Velloor	Shareholder	33,333	0.007%
12.	Shri. Soney Jose	Shareholder	33,333	0.007%
13.	Shri. Renny Varghese	Shareholder	30,000	0.007%
14.	Shri. Rajesh Sreedharan Pillai	Shareholder	26,666	0.006%
15.	Shri. Alok Thomas Paul	Shareholder	13,334	0.003%
16.	Shri. Joseph Varghese	Shareholder	13,333	0.003%
17.	Shri. Sunil G Nampoothiri	Shareholder	13,333	0.003%

### **Directors Physically Present**

Sl. No.	Name of the Director	Designation
1.	Shri. Kadambelil Paul Thomas	Managing Director and CEO
2.	Shri. Ravimohan Periyakavil Ramakrishnan	Part Time Chairman and Non-Executive Independent Director

### **Directors present through Video Conferencing**

Sl. No.	Name of the Director	Designation
1.	Smt. Asha Morley	Non-Executive Independent Director
2.	Shri. Alex Parackal George	Non-Executive Independent Director
3.	Dr. V A Joseph	Non-Executive Independent Director
4.	Shri. Chandanathil Pappachan Mohan	Non-Executive Nominee Director
5.	Shri. Saneesh Singh	Non-Executive Nominee Director

### **Special Invitees Present**

Sl. No.	Name of the Invitees	Designation
1.	Shri. M G Ajayan	Executive Vice President – Operations
2.	Shri. Gireesh C P	Chief Financial Officer

### **In Attendance**

Sl. No.	Name	Designation
1.	Shri. Ranjith Raj P	Company Secretary

### ***Shri. Ranjith Raj:***

Good Morning All,

We will start the Extra-Ordinary General Meeting of the Shareholders with a silent prayer.

Welcoming all the Shareholders to the Extra Ordinary General Meeting of the Bank. This meeting is convened through Video Conferencing considering the outbreak of the COVID-19 pandemic. The deemed venue of the meeting will be the Registered Office of the Bank situated at ESAF Bhavan, Mannuthy, Thrissur. This meeting is convened to transact two special businesses for which the notice has been circulated with the shareholders of the Bank. The quorum for the meeting is available. So, the meeting can be validly transacted.

May I now request the Chairman to preside over the meeting.

***Shri. Ravimohan Periyakavil Ramakrishnan:***

Thank You Ranjith.

Good Morning all, It's a pleasure to have your support during these most critical times. Your Bank have been struggling to do everything possible like, we have been doing before the pandemic. The whole nation has been going through a tough phase. Despite the difficulties faced, we made available our services and were able to disburse loans to the needy.

As you know the borrowing limits of the Bank was kept at Rs. 3000 Crores. Now, as the Bank and its business has considerably increased when compared with the figures in March, 2017. Hence, it is essential to increase the borrowing limits of the Bank.

Secondly, is the proposal to raise additional capital by way of Additional Tier II which will help in mobilizing capital for the expansion plans of the Bank. Further, it is also essential to maintain the Capital Adequacy Ratio so as to gain confidence of the investors.

Hence, we recommend both the agenda items for approval of the shareholders.

Over to Shri. K Paul Thomas, Managing Director and CEO of the Bank.

***Shri. Kadambelil Paul Thomas:***

Thank You Chairman.

Respected Chairman, Board of Directors, Institutional Investors and other valuable shareholders of the Bank.

As the Chairman has rightly stated, we have been facing challenges of the COVID. But, amidst of the challenges faced, we were able to meet the needs of the downtrodden and grow as a Bank expanding the branch network and overall business of the Bank.

Once again, a warm welcome to all the Shareholders of the Bank especially, Smt. Mereena Paul representing our Corporate Promoter, M/s. ESAF Financial Holdings Private Limited, Shri. V.L Paul representing M/s. ESAF Swasraya Multi State Agro Cooperative Society Limited, Shri. George Thomas representing M/s. ESAF Staff Welfare Trust, Shri. Mohanachandran K R, Managing Director and CEO, M/s. Lahanti Lastmile Services Private Limited, Shri. Shivraj Gupta, representing M/s. PNB Metlife India Insurance Company Limited

and all the other shareholders present in the meeting. Thank you for all the support extended to the Bank.

As Chairman has informed, there are 2 resolutions which requires the approval of the shareholders of the Bank.

**Shri. Ravimohan Periyakavil Ramakrishnan:**

Requesting Mr. Ranjith to formally take up the agendas for discussion to obtain the consent of the shareholders of the Bank.

**Shri. Ranjith Raj:**

Thank You Chairman and Managing Director and CEO.

Next, we are proceeding with the businesses of the meeting. There are two resolutions which we have circulated for voting by the shareholders of the Bank. Shareholders are requested to note that, the voting of the resolutions will be through show of hands. I would also request all the shareholders to enable the video while taking the resolution for approval. The shareholders will also be given an opportunity to raise questions while the resolutions are taken for voting.

So the first agenda item to be transacted is :

1. **To borrow in excess of the paid-up share capital and free reserves and securities premium of the Bank under Section 180(1)(c) of the Companies Act, 2013**

**Proposed by** : Smt. Mereena Paul  
**Seconded by** : Shri. Alok Thomas Paul

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

***“RESOLVED THAT in supersession of the earlier resolution passed by the Members at their Meeting held on December 13, 2016 and pursuant to the provisions of Sections 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of Memorandum and Articles of Association of the Bank, consent of the members of the Bank, be and is hereby accorded, to the Board of Directors of the Bank (herewith referred to as the Board which expression shall also include a Committee thereof), to borrow (apart from temporary loans obtained from the Bank’s bankers in the ordinary course of business), in excess of the paid-up share capital free reserves and securities premium account, including the monies already borrowed by the Bank upto a limit of outstanding aggregate value which shall not exceed Rs 5000,00,00,000/- (Rupees Five Thousand Crores Only) or the aggregate of the paid up capital and free reserves of the Bank, whichever is higher at any time.”***

***“RESOLVED FURTHER THAT the Board, be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed***

*necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Bank.”*

I request the shareholders to vote on the resolution.

**Shri. Ravimohan Periyakavil Ramakrishnan:**

The Resolution has been approved as a special resolution unanimously. Go Ahead Ranjith.

**Shri. Ranjith Raj:**

Thank you Sir. The second item is:

**2. To raise funds through Private Placement of Unsecured, Rated, Redeemable Non-Convertible Debentures (NCDs)**

**Proposed by : Smt. Beena George**

**Seconded by : Shri. Bosco Joseph**

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

**“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 Sixth Annual General Meeting, on a private placement basis, for an amount not exceeding in aggregate Rs. 300,00,00,000/- (Rupees Three 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.”

I request the shareholders to vote on the resolution.

***Shri. Ravimohan Periyakavil Ramakrishnan:***

The Resolution has been approved as a special resolution unanimously. Go Ahead Ranjith.

***Shri. Ranjith Raj:***

So, the agenda for the meeting has been completed. Now, the shareholders are free to ask questions to the Management, if they have any.

***Shri. KT Mathew (Shareholder):*** Can I know, when the Bank is intending to go for IPO?

***Shri. Kadambelil Paul Thomas:***

Yes. The DRHP filed by the Bank was approved by SEBI in October, 2021. We were really planning to hit the market by the last quarter of the Financial Year 2021-22. But, due to the outbreak of the third wave of the COVID-19 pandemic, the market sentiments were not appropriate. Hence, we will be taking a call after the financial results of the quarter ended March, 2022.

***Shri. Ranjith Raj:***

If there are no other questions from the shareholders, we can conclude the meeting.

***Shri. Ravimohan Periyakavil Ramakrishnan:***

Thank You once again for the relentless support and faith shown upon the Bank. I am sure that, the Bank will be able to scale new heights through your continuous support, prayers and well wishes. I am also glad to inform you that, the Bank has crossed the business target of Rs. 20,000 Crores even during these most difficult times. I am also sure that, through your constant support, the Bank will be able to achieve new milestones.

Thank You.

***Shri. Kadambelil Paul Thomas:***

Thank You all.

***Shri. Ranjith Raj:***

The meeting is concluded. I now request all to raise for the National Anthem.

Thank You all once again.

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