

**NOTICE OF EXTRA – ORDINARY GENERAL MEETING OF THE BANK**

Notice is hereby given that an Extra-Ordinary General Meeting of the Shareholders of ESAF Small Finance Bank Limited (the Bank) will be held on Tuesday, December 08, 2020 at the Registered and Corporate Office of the Bank situated at Building No. VII/83/8, ESAF Bhavan, Mannuthy, Thrissur – Palakkad National Highway, Thrissur, Kerala - 680651 at 01.00 PM to transact the following businesses:

**SPECIAL BUSINESS**

**Item No. 1– Appointment of Shri. Santhosh George as the Independent Director of the Bank**

To consider and, if thought fit, to assent or dissent, to the following resolution(s) to be passed as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the directions of the Reserve Bank of India (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri. Santhosh George (DIN:07831505) , who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who has submitted declaration that he meets the fit and proper criteria laid down by the Reserve Bank of India, who is eligible to be appointed as director, be and is hereby appointed as a Non-Executive Independent Director of the Bank, for a period of three (3) consecutive years with effect from December 08, 2020 and whose office shall not be liable to retire by rotation."

By the order of the Board

For ESAF Small Finance Bank Limited



**Ranjith Raj P**  
Company Secretary  
Membership No. A 30388

Place: Thrissur

Date: November 16, 2020



**ESAF SMALL FINANCE BANK LIMITED**

RBI License No.: MUM 124. CIN: U65990KL2016PLC045669

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

Ph. No: 0487 7123456, 123457, Email: [customercare@esafbank.com](mailto:customercare@esafbank.com) [www.esafbank.com](http://www.esafbank.com)

**NOTES**

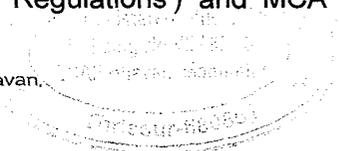
- A Member entitled to attend the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Bank. The Proxy Form, to be effective shall be deposited at the Registered Office of the Bank 48 hours prior to the time fixed for the meeting. Proxy Form is enclosed herewith. (Members may note that proxy facility shall be entitled to only those members attending the meeting physically)
- A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Bank. A member holding more than 10 percentage of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- Every member entitled to vote at the meeting of the Bank or any resolution to be moved thereat, shall be entitled, during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Bank, provided not less than 3 days' notice, in writing of the intention; so as to inspect, given to the Bank.
- Explanatory statement pursuant to Section 102 of the Companies Act, 2013, is attached herewith.
- All documents referred to in the Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Bank during business hours and shall be accessible to the person attending the meeting.
- Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) shall send a scanned copy (pdf/jpg format) of its Board or Governing Body's resolution/authorisation, etc., authorising their representative to attend and vote in the EGM on its behalf. The said resolution/authorisation shall be sent to the Company Secretary by email from their registered email address to [ranjith.raj@esafbank.com](mailto:ranjith.raj@esafbank.com) with a copy marked to [secretarial@esafbank.com](mailto:secretarial@esafbank.com).
- Route Map of the Bank as per Secretarial Standards-2 is annexed. The prominent landmark for the venue is College of Veterinary and Animal Sciences, Mannuthy.
- Members/ proxies should fill the attendance slip for attending the meeting and bring the attendance slips to the meeting.
- Members are requested to write their DP ID and Client ID No.(s) in their attendance slip for attending the meeting to facilitate identification of membership at the meeting.
- The members are requested to register their e-mail or new e-mail ID which has already been registered with the Depository Participant.
- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting/ Extra ordinary general meetings through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA

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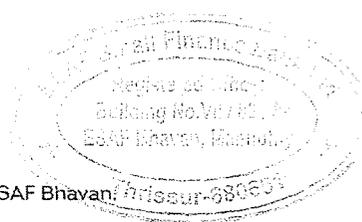
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Circulars, shareholders can participate in the meeting through Video Conferencing (VC) facility.

- Members will be able to attend the EGM through VC provided by clicking on the link given below and entering the login credentials:
  - Video Conferencing Solution: CISCO Webex Meeting
  - Meeting Access Code: 176 418 3939
  - Meeting Access Link:  
<https://esafbank.webex.com/esafbank/j.php?MTID=mef0b86ee863c011b714f5eb7683cfe79>
- The venue for the meeting shall be the Registered Office of the Bank at Building No.VII/83/8, ESAF Bhavan, Thrissur-Palakkad National Highway, Mannuthy, Thrissur Kerala – 680651.
- The facility of joining the EGM through VC will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the EGM, i.e., from 12.45 PM to 1:15 PM.
- The documents in relation to the notice of the meeting, is available for inspection to members at the registered office of the Bank during the business hours.  
In accordance with the MCA Circulars, the said documents have been made accessible for inspection through electronic mode and shall remain open and be accessible to any member till conclusion of the meeting. Any member intending to inspect the documents through electronic mode shall make a request by sending an email to [ranjith.raj@esafbank.com](mailto:ranjith.raj@esafbank.com).
- For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by sending an email to [ranjith.raj@esafbank.com](mailto:ranjith.raj@esafbank.com) before 05:00 PM IST on 7<sup>th</sup> December, 2020 mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Bank to answer the same suitably depending on the availability of time at the meeting.
- During the Meeting, where a poll on any item is required, the members participating through VC shall cast their vote on the resolutions only by sending emails from their registered email id registered with the Bank to [ranjith.raj@esafbank.com](mailto:ranjith.raj@esafbank.com).
- Members, who would like to express their views or ask questions during the Extra- Ordinary General Meeting will have to register themselves as a speaker by sending an email to [ranjith.raj@esafbank.com](mailto:ranjith.raj@esafbank.com) before 5:00 PM IST on December 07, 2020 mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. Please note that only questions of the members holding the shares as on cut-off date will be considered.
- Members may note that attendance of members through VC shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
- Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- Members who need technical assistance before or during the Extra Ordinary General Meeting can contact the Bank at [secretarial@esafbank.com](mailto:secretarial@esafbank.com) or helpline – 0487 7123549.

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**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1 – Appointment of Shri. Santhosh George as Independent Director of the Bank**

In Compliance with the guidelines of the Reserve Bank of India, the Nomination, Remuneration and Compensation Committee of the Board (hereinafter referred to as the NRCCB) and the Board of Directors of the Bank (hereinafter referred to as the Board) at the meetings held on November 10, 2020 decided that the Bank may appoint a Non-Executive Independent Director on the Board, having substantial expertise in the field of Information Technology. In this regard, the NRCCB and the Board has nominated Shri. Santhosh George (DIN:07831505) for being appointed as the Non-Executive Independent Director on the Board of the Bank.

Shri. Santhosh George is a graduate from National Institute of Technology, Calicut and has a Post-Graduation in Business Management, XLRI, Jamshedpur. He has over two decades of vast professional experience in different corporate cultures. His major areas of experience includes global product engineering leadership, heading banking products engineering, Global Enterprise Application implementation and Consulting etc., Besides this, he was also a key note speaker in Oracle Openworld, USA for successive years for Apps Technology directions in Oracle Business suite. His profile including the disclosures as per SS-2 is enclosed herewith

In terms of the provisions of Sections 149, 152 of the Companies Act, 2013, the rules framed thereunder read with Schedule IV to the Companies Act, 2013, the directions of the Reserve Bank of India and the Nomination Policy of the Bank, independent directors can be appointed on the Board by shareholders by way of an ordinary resolution. In compliance to the same, the NRCCB and the Board has recommended that Shri. Santhosh George (DIN : 07831505) may be appointed as the Non-Executive Independent Director of the Bank for a period not exceeding 3 years from December 08, 2020. The period of office of Shri. Santhosh George as the Independent Director of the Bank shall not be liable to determination by retirement of directors by rotation.

In terms of the provisions of the Companies Act, 2013, Shri.Santhosh George has submitted requisite consent(s)/ disclosures before the Board including the consent to act as director, meeting of independence criteria etc.,. The Bank has also received an intimation from Shri.Santhosh George in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is also not debarred by any statutory authority to be appointed as a Director in any Company. Further, the NRCCB and the Board has confirmed that he processes requisite qualifications for being appointed as a director with substantial IT expertise. The NRCCB and the Board has also confirmed that Shri. Santhosh George complies with the fit and proper norms of RBI, provisions of Companies Act, 2013, applicable SEBI Regulations and the Policies of the Bank, for being appointed as an Independent Director on the Board of the Bank.

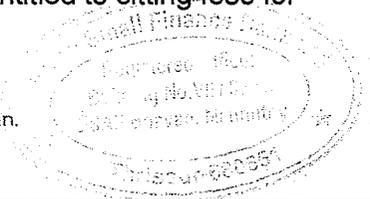
In the opinion of the Board, Shri.Santhosh George meets the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and rules framed thereunder and that he is independent of the management. Shri.Santhosh George is entitled to sitting fees for attending the meetings of the Board and its Committee(s).

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Considering the knowledge, background, experience and expertise of Shri. Santhosh George, the Nomination Remuneration and Compensation Committee of the Board and the Board of Directors of the Bank are of the view that the appointment of Shri. Santhosh George as an Independent Director of the Bank shall be of immense benefit to the Bank. Therefore the Board recommends Resolution No. 1 as an Ordinary Resolution for approval by the Members.

None of the Directors or Key Managerial Personnel of the Bank, is concerned or interested in Item No.1 as specified in the Notice.

**Disclosures as per Secretarial Standards**

Name of the proposed Director	Shri.Santhosh George
Age	53 Years
Qualification	<ul style="list-style-type: none"> <li>• Post-Graduation in Business Management, XLRI, Jamshedpur</li> <li>• B Tech (Computer Science and Engineering), IIT Calicut</li> </ul>
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Information Technology</li> <li>• Product Development</li> <li>• Research and Development</li> </ul>



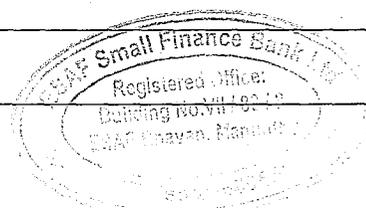
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Experience	2017 – till date	Sequaretek (President – Products & Technology)
	2015 - 2017	MISYS (Now FINASTRA) R & D, Bangalore
	2012 - 2015	Cognizant Technology, Chennai (VP & Global Head of Oracle Practice and Enterprise Products Group)
	2010-2012	Rollta India, Mumbai (President-Products Engineering & Consulting)
	2002-2010	Oracle Corporation, Hyderabad (Vice President- Products Engineering)
	1999-2002	IVL, Trivandrum (General Manager & Head – Product Engineering and Consulting)
	1997- 1999	Al-Futtaim Group, Dubai (Business System Analyst and Manager)
	1995 -1997	KMPG Management Consulting, Chennai (Senior Consultant)
	1990 -1995	HCL- Hewlett Packard, PCL and Marico (Software Engineer to Project Manager)
Terms and Conditions of appointment	Appointing as Independent Director for a period of 3 years and not liable to retire by rotation.	
Details of remuneration sought to be paid	No remuneration will be paid except Sitting Fees for attending meetings of the Board and Committees.	
Remuneration last drawn	NIL	
Date of First appointment on the Board	NA	
Shareholding in the Bank	NIL	
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL	
Number of meetings of the Board attended during the year.	NA	
Directorships held in other companies	NIL	


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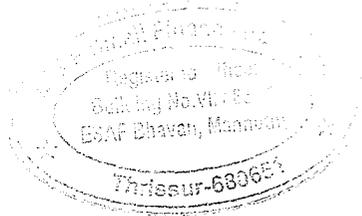
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**Memberships/ Chairmanship of Committees of other Companies**

SI.No	Name of the Company	Board Committees in which he is a member	Board Committees in which he is a Chairperson
NIL			



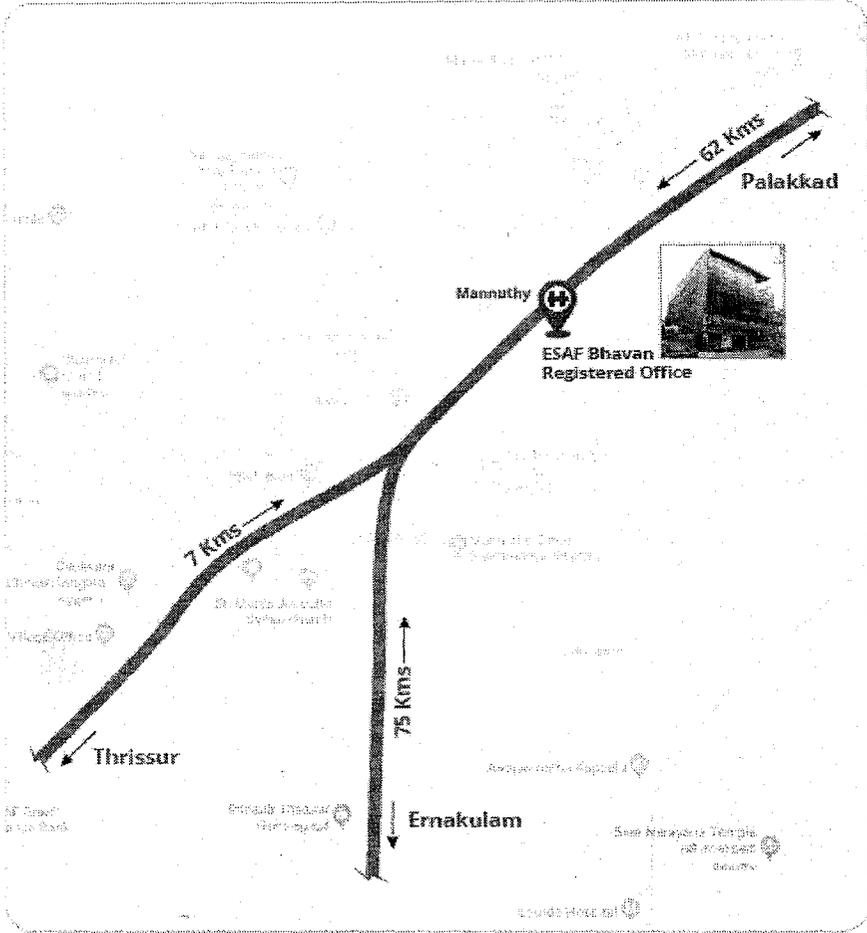
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**Route Map  
to the venue**



Land Mark: College of Veterinary & Animal Sciences, Mannuthy



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**ATTENDANCE SLIP**

CIN : U65990KL2016PLC045669  
Name of the Company : **ESAF Small Finance Bank Limited**  
Registered Office Address : Building No.VII/83/8, ESAF Bhavan, Thrissur – Palakkad National Highway, Mannuthy, Thrissur, Kerala, PIN – 680651

Client ID/ Regd. Folio No.	No. of Shares Held	Name & Address of the Registered Shareholders.

I being the registered Shareholder/ Proxy for the registered shareholder of the Bank hereby record my presence at the Extra Ordinary General Meeting of the Bank held on Tuesday, December 08, 2020, at the Registered and Corporate Office of the Bank at Building No.VII/83/8, ESAF Bhavan, Thrissur – Palakkad National Highway, Mannuthy, Thrissur, Kerala, PIN – 680651 at 01.00 PM and at any adjournment(s) thereof.

Signature of Shareholder/Proxy

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