

## **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 Wednesday, March 24, 2021 at the Registered and Corporate Office of the Bank situated at Building No. VII/83/8, ESAF Bhavan, Thrissur – Palakkad National Highway, Mannuthy, Thrissur, Kerala, PIN – 680 651 at 10.00 AM to transact the following businesses:

### **SPECIAL BUSINESS**

#### **Item No. 1 – Issue of Equity Shares on Private Placement**

To consider and, if thought fit, to assent/ dissent/ pass with or without modification(s), the following resolution(s) as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 42, and all other applicable provisions, if any, of the Companies Act, 2013 read with any other rules made thereunder, including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and provisions of the Banking Regulation Act, 1949, Foreign Direct Investment regulations of the Reserve Bank of India and in accordance with the provisions of the Memorandum and Articles of Association of the Bank and subject to other applicable laws, rules and regulations, consent of the shareholders of the Bank, be and is hereby accorded to offer, invite to subscribe, issue and allot aggregating 2,18,14,973 number of equity shares of the Bank, each valued at a price of INR 75/- (in words, Rupees Seventy Five only), the value of such allotment aggregating up to INR 1,63,61,22,975 (Rupees One Hundred and Sixty-Three Crores Sixty-One Lakhs Twenty-Two Thousand Nine Hundred and Seventy Five Only), for cash on a private placement basis.”

**“RESOLVED FURTHER THAT** the Equity to be issued and allotted pursuant to this aforesaid resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Bank and shall rank *pari passu* with the existing equity shares of the Bank in all respects.”

**“RESOLVED FURTHER THAT** the Shareholders of the Bank hereby take note of the Valuation Report dated March 18, 2021, certifying the pricing for the issuance of equity shares being made in conformity with the provisions under the applicable laws.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the list of persons/ investors be recorded for the issue of invitation to subscribe to equity shares as given below and a Private Placement Offer letter in FORM PAS-4 together with an application form be issued to those persons/ investors inviting them to subscribe to equity shares and consent of the members is hereby accorded to the issuance of the same to such person inviting to subscribe to the equity shares on a private placement basis.”

<b>Sl. No.</b>	<b>Name of the Investors</b>	<b>Category</b>	<b>No. of Shares to be offered</b>	<b>Amount</b>
1.	Mr. George Ittan	Non Resident	1,33,33,333	99,99,99,975
2.	Mr. George Thomas	Non Resident	10,00,000	7,50,00,000
3.	M/s. ESAF Swasraya Multi State Agro Cooperative Society Limited	Resident	10,66,666	7,99,99,950
4.	Mr. Yusuffali Musaliam Veettil Abdul Kader	Non Resident	10,66,666	7,99,99,950
5.	Mr. George Thomas (in the capacity of Chairman of M/s. ESAF Staff Welfare Trust)	Resident	10,00,000	7,50,00,000
6.	Mr. Mohan VM	Non Resident	6,66,666	4,99,99,950
7.	Mr. Balu P Mani	Resident	2,00,000	1,50,00,000
8.	Mrs. Shobha Balu Mani	Resident	2,00,000	1,50,00,000
9.	Mr. KR Raju	Resident	33,333	24,99,975
10.	Mrs. Sobha Raju	Resident	33,333	24,99,975
11.	Mr. Vinod Jacob Cherian	Resident	33,333	24,99,975
12.	Mr. Mathew Thomas	Resident	66,666	49,99,950
13.	Mrs. Susan Mathew	Resident	33,333	24,99,975
14.	Ms. Elizabeth Sabu	Non Resident	60,000	45,00,000
15.	Mrs. Mary Abraham	Non Resident	66,666	49,99,950
16.	Mrs. Lucy Sabu	Resident	40,000	30,00,000
17.	Mrs. Mereena Paul	Resident	33,333	24,99,975
18.	Mrs. Annie Varghese	Resident	33,333	24,99,975
19.	Mr. Anand Menon	Resident	13,333	9,99,975
20.	Mrs. Radha Anand Menon	Resident	13,333	9,99,975
21.	Mr. Abhijith AM	Non Resident	13,333	9,99,975
22.	Dr. VM Xavier	Resident	26,666	19,99,950
23.	Mrs. Sheena Kurian	Resident	33,333	24,99,975
24.	Mr. Renny Varghese	Resident	40,000	30,00,000
25.	Mr. Jameson Jacob	Resident	33,333	24,99,975
26.	Mr. Sajo Jacob	Resident	33,333	24,99,975
27.	Mr. Abraham Mathew	Resident	33,333	24,99,975
28.	Mr. Vinu Mathew	Non Resident	33,333	24,99,975
29.	Dr. Leo Joseph	Resident	33,333	24,99,975
30.	Mr. Sarun Joby Paul	Non Resident	33,333	24,99,975
31.	Ms. Gigi Kesavan	Resident	33,333	24,99,975
32.	Mr. Johnson Thayillam	Non Resident	66,666	49,99,950
33.	Dr. Joji Joshua Philipose	Resident	13,333	9,99,975
34.	Mr. V. Venugopal	Resident	13,333	9,99,975
35.	Mrs. Sisilamma George	Resident	33,333	24,99,975
36.	Mr. CA. TS Anantharaman	Resident	26,666	19,99,950
37.	Mr. Saji P A	Resident	13,333	9,99,975

38.	Mr. Hari Velloor	Resident	33,333	24,99,975
39.	Mr. Mathews Markose	Resident	40,000	30,00,000
40.	Mr. Soney Jose	Resident	33,333	24,99,975
41.	Mr. Oommen Iype	Non Resident	13,33,333	9,99,99,975
42.	Mr. KT Mathew	Non Resident	66,666	49,99,950
43.	Ms. Jancy Mathew	Non Resident	66,666	49,99,950
44.	Mr. Saju Abraham	Non Resident	66,666	49,99,950
45.	Mrs. Beena George	Resident	40,000	30,00,000
46.	Mr. Nandakumar C. P	Resident	13,333	9,99,975
47.	Mr. Gireesan C	Resident	13,333	9,99,975
48.	Mr. Paul V J	Resident	13,333	9,99,975
49.	Ms. Prema Rajan MV	Resident	13,333	9,99,975
50.	Mr. Sajeev J	Resident	13,333	9,99,975
51.	Mr. Bosco Joseph	Resident	40,000	30,00,000
52.	Mr. Pratap Varkey	Resident	66,666	49,99,950
53.	Mr. Vinod Manjila	Resident	15,000	11,25,000
54.	Mr. Jins Antony	Resident	26,666	19,99,950
55.	Mr. Rajesh Sreedharan Pillai	Resident	26,666	19,99,950
56.	Mr. M Rajan	Resident	13,333	9,99,975
57.	Mr. Christo George	Resident	40,000	30,00,000
58.	Mr. Catherine Christo	Resident	26,666	19,99,950
59.	Mr. Sunil G Nampoothiri	Resident	13,333	9,99,975
60.	Mr. James V Cheeran	Resident	13,333	9,99,975
61.	Mr. Siddarth Ram	Resident	13,333	9,99,975
62.	Dr. Uday Kumar Gopinath	Resident	13,333	9,99,975
63.	Dr. MA Joy	Resident	26,666	19,99,950
64.	Mr. Girish B Nair	Resident	20,000	15,00,000
65.	Mr. Joseph Varghese	Resident	13,333	9,99,975
66.	Mr. Santhosh KR	Resident	26,666	19,99,950
67.	Mr. John Chakola	Resident	13,333	9,99,975
68.	Mr. Manoj V George	Resident	26,666	19,99,950
69.	Mr. Rajan Varughese	Resident	20,000	15,00,000
70.	Mr. Seejo PJ	Resident	26,666	19,99,950
71.	Mr. Savio Joseph	Resident	13,333	9,99,975
72.	Mr. Ajo Varghese	Resident	13,333	9,99,975
73.	Mr. Arun Joseph	Resident	13,333	9,99,975
74.	Ms. Shruti V	Resident	13,333	9,99,975
75.	Mr. Alok Thomas Paul	Resident	13,333	9,99,975
76.	Mrs. Emy Acha Paul	Resident	13,333	9,99,975
	<b>Total</b>		<b>2,18,14,973</b>	<b>1,63,61,22,975</b>

“**RESOLVED FURTHER THAT** the consent of the members is hereby accorded for issuance of equity shares to Non-Resident Indians (NRIs) as given above.”

**“RESOLVED FURTHER THAT** the subscription monies received by the Bank from the proposed subscribers/ investors for application of the equity shares pursuant to this private placement shall be kept by the Bank in a separate bank account opened by the Bank as per the below details and shall be utilized by the Bank in accordance with Section 42 of the Companies Act, 2013.”

Beneficiary Name	ESAF Small Finance Bank Limited
Name of Bank	Federal Bank Limited
Bank Branch	Thrissur
Account No	10140200016691
IFSC	FDRL0001014

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares, Shri. Kadambelil Paul Thomas, Managing Director and CEO, Shri. Gireesh CP, Chief Financial Officer and Shri. Ranjith Raj P, Company Secretary of the Bank, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the equity shares, as may be required, issuing clarifications on the issue and allotment of the equity shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/ or deletions to the foregoing conditions as may be required by any governmental and regulatory authorities, or other agencies involved in or concerned with the issue of the equity shares pursuant to the aforesaid private placement and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution under Section 42 of the Companies Act, 2013, Shri. Gireesh CP, Chief Financial Officer and Shri. Ranjith Raj P, Company Secretary of the Bank, are hereby severally authorized to complete all statutory and regulatory filings and the disclosures to each of the proposed investors and to take all such steps, including but not limited, to circulate the private placement offer letter to the proposed investors and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, utilization of the proceeds and to finalize and execute such documents and writings as may be necessary or desirable as the Board may deem fit without being required to seek any further consent or approval of the members or otherwise, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

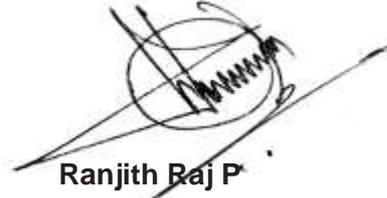
**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Managing Director and CEO be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/ or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by applicable law.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this

resolution to any Committee of Directors, any other director(s), and/or officer(s) of the Bank.”

**By the order of the Board**

**For ESAF Small Finance Bank Limited**

A handwritten signature in black ink, appearing to read 'Ranjith Raj P', is written over a circular stamp. The signature is slanted and overlaps the stamp.

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

Place: Thrissur

Date: March 21, 2021

## **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, is 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 and Corporate Office of the Bank during business hours and shall be accessible to the person attending the meeting. 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 e-mail to [ranjith.raj@esafbank.com](mailto:ranjith.raj@esafbank.com).
- 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/ authorization etc., authorizing their representative to attend and vote in the EGM on its behalf. The said resolution/ authorization shall be sent to the Company Secretary by email from their registered e-mail address to [ranjith.raj@esafbank.com](mailto:ranjith.raj@esafbank.com) with a copy marked to [secretarial@esafbank.com](mailto:secretarial@esafbank.com).
- The venue for the meeting shall be the Registered and Corporate Office of the Bank at Building No. VII/83/8, ESAF Bhavan, Thrissur-Palakkad National Highway, Mannuthy, Thrissur, Kerala, PIN – 680 651.
- Route Map of the venue of meeting 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 05 May, 2020 read with circulars dated 08 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 Circulars, shareholders can participate in the meeting through Video Conferencing (VC) facility.
- 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.
- 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: 184 495 8916
  - Meeting Access Link:  
<https://esafbank.webex.com/esafbank/j.php?MTID=m24a7e057b56ead7fbc0f799143d998bc>
- 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 09.45 AM to 10.15 AM.
- 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 March 23, 2021 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. Please note that only questions of the members holding the shares as on cut-off date will be considered.
- 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 e-mails from their registered e-mail id registered with the Bank to [ranjith.raj@esafbank.com](mailto:ranjith.raj@esafbank.com).
- Further, members will be required to use camera, if any, and hence require to 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 – 0487-7123548.

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

### **Item No. 1 – Issue of Equity Shares on Private Placement**

The business of the Bank is at the growing stage and being in the Small Finance Banking industry, there is always requirement of funds to meet general business requirements, addressing working capital needs as well as expansion of business activities. Therefore, the Bank has proposed the issue of equity shares on private placement basis to the selected persons to meet its capital requirements in due course. Accordingly, to meet the business requirements, the Board of Directors of the Bank in its meeting held on March 20, 2021, subject to approval of the Shareholders of the Bank, proposed to raise funds by issue of Equity Shares up to an amount of INR 1,63,61,22,975 (Rupees One Hundred and Sixty-Three Crores Sixty-One Lakhs Twenty-Two Thousand Nine Hundred and Seventy-Five Only) for cash on private placement basis.

Hence, the Board recommends the resolution for approval of the Members.

The particulars of the issuance and allotment terms to the proposed investor(s) in pursuance to this aforesaid private placement as proposed shall be as under:

<b>Sl. No.</b>	<b>Heading</b>	<b>Particulars</b>
1.	Class of Securities	Equity share capital ranked pari-passu with the existing equity shares, and on a fully dilutive basis.
2.	Date of Passing of Board Resolution	March 20, 2021
3.	Price (in INR)	INR 75/- (Seventy-Five) per equity share
4.	Amount which the company intends to raise by way of securities	INR 1,63,61,22,975 (Rupees One Hundred and Sixty-Three Crores Sixty-One Lakhs Twenty-Two Thousand Nine Hundred and Seventy-Five Only)
5.	Total number of equity shares to be issued	2,18,14,973 Equity shares
6.	Object of the issue	The objective of the issue is to expand the capital base of the Bank by raising INR 1,63,61,22,975 (Rupees One Hundred and Sixty-Three Crores Sixty-One Lakhs Twenty-Two Thousand Nine Hundred and Seventy-Five Only) in order to meet the capital requirement of the Bank. The amount will be utilized for permitted banking business.
7.	Basis on which the price has been arrived at and Report of Registered Valuer	The price is arrived taking in to consideration the valuation obtained from an independent valuer and based on market conditions.
8.	Name and Address of Valuer who performed evaluation	Tipsons Consultancy Services Private Limited 401, Sheraton House, Opp. Ketav Petrol pump, Polytechnic Road, Ambawadi, Ahmedabad - 380015

9.	Relevant date with reference to which the price is arrived at	September 30, 2020
10.	Class or Classes to which the allotment is proposed	Individuals including NRIs, Body Corporates and Employees
11.	Intention of the Promoters, Directors, Key Managerial Personals to participate in the Offer.	Except to the extent of participation by the relatives, no Promoters, Directors, Key Managerial Personnel are directly participating in the offer.
12.	Proposed time within which the allotment shall be completed	March 31, 2021
13.	Investor(s)' overall holding threshold restriction	Cumulative aggregate shareholding of each Investor along with any of its related person, subsidiary, associate and or affiliate of that Investor would not exceed 4.99% (four point nine nine percent) of the share capital of the Bank, except with the prior approval of the Reserve Bank of India.
14.	Information Rights	<p>Investor(s) holding 2% (two percent) of the Company's share capital or more would be furnished with the quarterly financial statements as reviewed by the Auditor within 30 (thirty) Business Days of the end of each such quarter; and the annual audited consolidated accounts within 90 (ninety) Business Days of the end of the Financial Year or 60 (sixty) Business Days prior to adoption of the accounts whichever is earlier, all such accounts prepared in accordance with the Accounting Principles;</p> <p>Investor(s) holding upto 3% (three percent) of the Company's share capital would be provided with an annual business plan of the Bank as approved by Board</p> <p>Investor(s) holding upto 4% or more (subject to maximum threshold holding as prescribed) may request for additional information from the Company, and the Company shall comply with all reasonable requests made by the Investors subject to any restrictions that may be imposed under the applicable extant.</p>
15.	Name of the Proposed Allottee and percentage of shares that may be held by him	Given as Annexure – I
16.	Change in control, if any in the company consequent to the preferential offer.	There will not be any change in control in the company consequent to the issue.

17.	The number of persons to whom allotment on preferential basis have already been made during last year.	NIL
18.	Change in Shareholding Pattern	Given as Annexure – I

None of the Directors and Key Managerial Personnel of the Bank are interested in the above resolution, except Shri. Kadambelil Paul Thomas, Managing Director and CEO, Shri. Chandanathil Pappachan Mohan, Non-Executive Nominee Director, Shri. George K John and Shri. George Thomas, Key Managerial Personnel whose relatives are participating in the offer.

The Board recommends the resolution for approval of the members of the Bank as a Special Resolution.

**Annexure – I**

<b>Sl. No.</b>	<b>Name of Investor</b>	<b>Pre issue - No. of shares</b>	<b>Post issue - No. of shares</b>	<b>Pre Issue %</b>	<b>Post Issue %</b>
1.	M/s. ESAF Financial Holdings Private Limited (including nominees)	28,07,58,396	28,07,58,396	65.629%	62.445%
2.	Shri. Kadambelil Paul Thomas	3,11,86,785	3,11,86,785	7.290%	6.936%
3.	M/s. PNB Metlife India Insurance Company Limited	2,13,46,993	2,13,46,993	4.990%	4.748%
4.	M/s. Muthoot Finance Limited	1,87,17,244	1,87,17,244	4.375%	4.163%
5.	M/s. Bajaj Allianz Life Insurance Company Limited	1,74,69,428	1,74,69,428	4.084%	3.885%
6.	M/s. PI Ventures LLP	87,34,714	87,34,714	2.042%	1.943%
7.	M/s. ESAF Swasraya Multi State Agro Co-operative Society Ltd	2,13,46,993	2,24,13,659	4.990%	4.985%
8.	Shri. Yusuffali Musaliam Veettil Abdul Kader	2,13,46,993	2,24,13,659	4.990%	4.985%
9.	M/s. ICICI Lombard General Insurance Company Ltd	62,39,081	62,39,081	1.458%	1.388%
10.	Shri. George Ittan	-	1,33,33,333	-	2.966%
11.	Other Shareholders	6,48,863	69,97,171	0.152%	1.556%
	<b>Total</b>	<b>42,77,95,490</b>	<b>44,96,10,463</b>	<b>100.00%</b>	<b>100.00%</b>

# Route Map to the venue



Land Mark: College of Veterinary & Animal Sciences, Mannuthy

**ATTENDANCE SLIP**

<b>CIN</b>	U65990KL2016PLC045669
<b>Name of the Company</b>	ESAF Small Finance Bank Limited
<b>Registered Office Address</b>	Building No. VII/83/8, ESAF Bhavan, Thrissur – Palakkad National Highway, Mannuthy, Thrissur, Kerala, PIN – 680 651

<b>Client ID/ Regd. Folio No.</b>	<b>No. of Shares Held</b>	<b>Name &amp; Address of the Registered Shareholders</b>

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 Wednesday, March 24, 2021 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 – 680 651 at 10.00 AM and at any adjournment(s) thereof.

**Signature of Shareholder/ Proxy**

**Form MGT – 11**

**PROXY FORM**

*(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration Rules, 2014)*

<b>CIN</b>	U65990KL2016PLC045669
<b>Name of the Company</b>	ESAF Small Finance Bank Limited
<b>Registered Office Address</b>	Building No. VII/83/8, ESAF Bhavan, Thrissur – Palakkad National Highway, Mannuthy, Thrissur, Kerala, PIN – 680 651

<b>Name of the Member(s)</b>	
<b>Registered Address</b>	
<b>E-mail Id</b>	
<b>Folio No.</b>	
<b>Phone No.</b>	

I/ We, being the member(s) of ..... shares of the above named Company, hereby appoint:

1. Name :  
Address :  
E-mail Id :  
Signature : , or failing him

2. Name :  
Address :  
E-mail Id :  
Signature : , or failing him

3. Name :  
Address :  
E-mail Id :  
Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra Ordinary General Meeting of the Bank, to be held on Wednesday, March 24, 2021 at the Registered and Corporate Office at the Bank at Building No. VII/83/8, ESAF Bhavan, Thrissur – Palakkad National Highway, Mannuthy, Thrissur, Kerala, PIN – 680 651 at 10.00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1.
- 2.
- 3.
- 4.
- 5.

Affix  
Revenue  
Stamp

Signed this ..... day of ....., 2021

Signature of Shareholder : .....

Signature of Proxy holder(s) : .....

***Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.***