

## AGM NOTICE



### ESAF Financial Holdings Private Limited

CIN: U65910TN1996PTC036650

Registered Office Address: No 8/9, Mansuk Buildings,

Flat No.3A, 3<sup>rd</sup> Floor, Gangadeeswara Koil St., Purasawalkam, Chennai - 600 084

Corporate Office Address: 2<sup>nd</sup> Floor, Hephzibah Complex Mannuthy P O Thrissur, Kerala - 680 651

NOTICE is hereby given that the 25th ANNUAL GENERAL MEETING of the members of ESAF FINANCIAL HOLDINGS PRIVATE LIMITED will be held on Thursday, 30th September, 2021 at 02:30 PM IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following businesses:

#### ORDINARY BUSINESS

**Item No.1 - To receive, consider and adopt the audited Balance Sheet as on 31st March 2021, the Profit and Loss account and Cash Flow for the year ended on that date together with the schedules and annexures thereto (including Consolidated Financial Statements), the Reports of the Auditors' and Directors' thereon.**

**Item No.2 - To declare a dividend on preference shares.**

#### SPECIAL BUSINESS

**Item No. 3 - Appointment of Shri. Abraham Thariyan (DIN: 07132831) as the Independent Director of the Company**

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. Abraham Thariyan, holding DIN: 07132831, who was appointed as an Additional Director on the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act 2013, and who has submitted a declaration that he meets the criteria for 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 for appointment, be and is hereby appointed as the Independent Director of the Company, for a period of three (3) consecutive years with effect from 08th September, 2021 and whose office shall not be liable to retire by rotation."

#### Item No. 4 -Shifting of the Registered office of the Company

To consider and if thought fit, to pass, with or without Modification, following Resolution as Special Resolution:

"RESOLVED THAT subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Reserve Bank of India and the Regional Director of the Ministry of Corporate Affairs and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the shareholders be and is hereby accorded for shifting of the Registered Office of the Company from the State of Tamil Nadu to Kerala.

"RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

"II. The Registered Office of the Company will be situated in the State of Kerala."

"RESOLVED FURTHER THAT upon the approval of the Reserve Bank of India and the Regional Director of the Ministry of Corporate Affairs, the Registered office of the Company be shifted from the State of Tamil Nadu to Kerala.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Chairperson and Managing Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard."

Place : Thrissur

Date : 08<sup>th</sup> September, 2021

Sd/-  
**Vishakh**

Company Secretary  
Membership No: A 58999



**NOTES:**

1. 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 2021 and (collectively referred to as 'MCA Circulars') permitted holding of the annual general meeting ('AGM') 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.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM
5. The Registers under the Companies Act, 2013 and copies of all documents referred to in the notice and explanatory statement annexed thereto are available for inspection in physical or in electronic form at the Corporate Office of the Company between 10.00 am and 1.00 pm on all working days till the date of the meeting.
6. Members will be able to attend the AGM through VC or view the live webcast of AGM provided by clicking on the link given below and entering the login credentials:

**VIDEO CONFERENCING SOLUTION: CISCO WEBEX MEETING**

**Meeting Access Code: 2510 837 2102**

**Meeting Password: esaf123**

*Meeting Access Link: <https://esafbank.webex.com/esafbank/j.php?MTID=mcff13a6951222cef72887866b078b34c>*

7. 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 AGM on its behalf. The said resolution/authorisation shall be sent to the Company Secretary by email from their registered email address to vishakh.b@esafholdings.com.
8. The facility of joining the AGM through VC will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the AGM, i.e., from 02:15 PM to 02:45 PM.
9. The Statutory Registers maintained by the Company is available for inspection to members at the registered office of the Company during the business hours.  
  
In accordance with the MCA Circulars, the said registers 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 Statutory registers through electronic mode shall make a request by sending an email to vishakh.b@esafholdings.com.
10. 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 vishakh.b@esafholdings.com before 5:30 PM IST on 29th September, 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 Company to answer the same suitably depending on the availability of time at the meeting.
11. 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.
12. 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.
13. 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 Company to vishakh.b@esafholdings.com.
14. Members who need technical assistance before or during the Twenty Fifth AGM can contact the Company at vishakh.b@esafholdings.com or helpline – 9072045500.



## DISCLOSURES AS PER SECRETARIAL STANDARDS

<b>Name of the proposed Director</b>	Shri. Abraham Thariyan			
<b>Age</b>	69 Years			
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• Masters in Business Administration, University of Cochin</li> <li>• Masters in General Sociology, University of Saugar, Madhya Pradesh</li> <li>• Bachelor's Degree in Science, University of Kerala</li> </ul>			
<b>Expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>• International Banking, Treasury, Financial services</li> </ul>			
<b>Experience</b>	<b>Sl. No.</b>	<b>Name of the Organization</b>	<b>Designation</b>	<b>Period of Employment</b>
	1	Federal Bank Limited	Various Designation	1973 - 2009
	2	South Indian Bank Limited	Executive Director	April 2009 – September 2014
<b>Terms and Conditions of appointment</b>	Appointing as Independent Director for a period of 3 years with effect from 08 <sup>th</sup> September, 2021 and not liable to retire by rotation.			
<b>Details of remuneration sought to be paid</b>	No remuneration will be paid except Sitting Fees for attending meetings of the Board and Committees.			
<b>Remuneration last drawn</b>	NIL			
<b>Date of First appointment on the Board</b>	NA			
<b>Shareholding in the Company</b>	NIL			
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	NIL			
<b>Number of meetings of the Board attended during the year.</b>	NA			
<b>Directorships held in other companies</b>	NIL			

## MEMBERSHIPS/ CHAIRMANSHIP OF COMMITTEES OF OTHER COMPANIES

Sl.No	Name of the Company	Board Committees in which he is a member	Board Committees in which he is a chairperson
NIL			

### ITEM NO. 4 –SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF TAMIL NADU TO THE STATE OF KERALA

Considering the administrative and operational convenience and ease, the Board of Directors in their meeting held on 08th September, 2021 had considered and subject to approval of the Reserve Bank of India, the Regional Director of Ministry of Corporate Affairs and the shareholders, approved the proposal for shifting the registered office to the State of Kerala, as the entire business of the Company is administered from the State of Kerala and the majority of shareholders are also located in the State of Kerala.

As per provisions of Section 12(5) of the Companies Act, 2013 shifting of registered office of a company outside the local limits of any city, town or village requires approval of shareholders by way of Special Resolution.

Since proposed location is outside the state in which is the present registered office is situated, approval of shareholders by way of special resolution is required. If approved, the registered office will be moved to the State of Kerala. Therefore, the Board recommends Resolution No. 4 as a Special Resolution for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company, is concerned or interested in Item No.4 as specified in the Notice.

