

NOTICE

NOTICE is hereby given that the **29th ANNUAL GENERAL MEETING** of the members of **ESAF FINANCIAL HOLDINGS PRIVATE LIMITED** will be held on **Thursday, 11th September, 2025 at 04.00 P.M. IST** through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as on 31st March 2025, 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.
2. To declare a dividend on preference shares.
3. To re-appoint M/s. A. John Moris & Co., Chartered Accountants (Firm Registration No: 007220 S) as the Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of 34th Annual General Meeting.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications or enactments made there under, consent of the members of the Company be and is hereby accorded to re-appoint of M/s. A. John Moris & Co., Chartered Accountants (Firm Registration number 007220 S), Chennai, as recommended by the Board, as the Statutory Auditors of the Company for another term of 5 consecutive years from the conclusion of the 29th Annual General Meeting till the conclusion of 34th Annual General Meeting for a professional fee of Rs.500,000/- plus GST and reimbursement of reasonable out of pocket expenses per financial year."

By the order of the Board



Minu Santhosh
Company Secretary
Membership No: A62382

Place: Thrissur
Date: 19th August, 2025

ESAF FINANCIAL HOLDINGS (P) LTD

Formerly known as ESAF Microfinance and Investments (P) Ltd.

(NBFC Regd. No.: B-16-00218) CIN: U65910KL1996PTC077288

Registered Office & Corporate Office: No.X/109/M4, Second Floor, Hephzibah Complex, Mannuthy P.O, Thrissur, Kerala - 680651
Tel: 0487 2375777 | Email: ro@esafholdings.com | www.esafholdings.com

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General circular dated 19 September 2024 read with circulars dated 5 May 2020, 5 May 2022, 28 December 2022 and 25 September 2023 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 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. 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
4. 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 Registered Office of the Company between 10.00 am and 1.00 pm on all working days till the date of the meeting.
5. 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: **Microsoft Teams**

Meeting Access Link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTY4ZDhkMzctMTQwMC00N2Y4LThkY2QtNWlwMTI0ODQ5ZGI5%40thread.v2/0?context=%7b%22Tid%22%3a%22defd7bc9-cd32-4002-8a84-59be2d0bdb9d%22%2c%22Oid%22%3a%22d34f361d-a910-496c-a3b5-9c5474b165ba%22%7d

Meeting ID: **483 764 810 819 2**

Passcode: **gd3i7UY2**

6. 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 minu.santhosh@esafholdings.com.
7. 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 03:45 P.M to 04:15 P.M.
8. 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 minu.santhosh@esafholdings.com.

9. 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 minu.santhosh@esafholdings.com before 5:30 PM IST on 10th September, 2025 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.
10. 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.
11. 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.
12. 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 minu.santhosh@esafholdings.com.
13. Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by sending an email to minu.santhosh@esafholdings.com before 05:30 PM IST on 10th September, 2025 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.
14. Members who need technical assistance before or during the 29th AGM can contact the Company at minu.santhosh@esafholdings.com or Mob: +91 9072045500.

