

NOTICE

NOTICE is hereby given that the **30th ANNUAL GENERAL MEETING** of the members of **ESAF FINANCIAL HOLDINGS PRIVATE LIMITED** will be held on **Friday, 25th September, 2026 at 03.00 P.M.** at the Registered Office of the Company at Hephzibah Complex, Mannuthy P.O, Thrissur, Kerala - 680651 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as on 31st March 2026, 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.

SPECIAL BUSINESS

3. Re-appointment of Shri. Joy Joseph Cherayaththekkuden (DIN: 05221046) 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 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. Joy Joseph Cherayaththekkuden (DIN: 05221046), who was appointed as the Independent Director on the Board of Directors of the Company, for a period of three (3) consecutive years with effect from 02nd June, 2023 and who has submitted a declaration that he continues to meet the criteria for independence as provided in Section 149(6) of the Act and who has submitted declaration that he continues to meet the fit and proper criteria laid down by the Reserve Bank of India who is eligible for re-appointment, be and is hereby re-appointed as the Independent Director of the Company, for a period of three (3) consecutive years with effect from 02nd June, 2026 and whose office shall not be liable to retire by rotation."



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

4. Appointment of Shri. Periyakavil Ramakrishnan Ravimohan (DIN: 08534931) as the Non- Executive Director of the Company

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 161 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and 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), and provisions of the Articles of Association of the Company, Shri. Periyakavil Ramakrishnan Ravimohan (DIN: 08534931) who was appointed as the Additional Director on the Board of Directors of the Company with effect from 13th August, 2026 and who has submitted declaration that he meets the fit and proper criteria laid down by the Reserve Bank of India and who is eligible for appointment, be and is hereby appointed as the Non-Executive Director of the Company, with effect from the date of this meeting and whose office shall not be liable to retire by rotation."

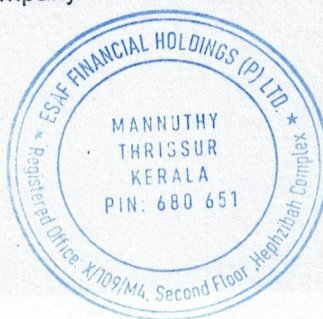
By the order of the Board



Minu Santhosh
Company Secretary
Membership No: A62382

NOTES:

1. 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. The members are requested to send their proxy forms at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
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. 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.
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 Registered Office of the Company between 10.00 am and 1.00 pm on all working days till the date of the meeting.



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

Item No. 3 – Re-appointment of Shri. Joy Joseph Cherayaththekkuden (DIN:05221046) as the Independent Director of the Company

Shri. Joy Joseph Cherayaththekkuden (DIN: 05221046) was appointed as the Independent Director of the Company for a period of 3 consecutive years with effect from 02nd June, 2023, by the shareholders of the Company.

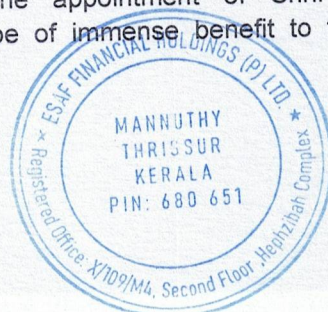
As per the term of his appointment, he holds office up to the date of 02nd June, 2026. Based on the recommendations of the Nomination and Remuneration Committee of the Board (NRCB) and in compliance with the provisions of Sections 149, 152 of the Companies Act, 2013, the rules framed thereunder read with Schedule IV to the Companies Act, 2013, the directions of the Reserve Bank of India and the Nomination Policy of the Company, the Board of Directors of the Company decided to accord its recommendation to the members of the Company to re-appoint Shri. Joy Joseph Cherayaththekkuden (DIN: 05221046), as an Independent Director of the Company in the 30th Annual General Meeting of the Company for a term not exceeding 3 consecutive years commencing from 02nd June, 2026. The period of office of Shri. Joy Joseph Cherayaththekkuden as the Independent Director of the Company shall not be liable to determination by retirement of directors by rotation at every Annual General Meeting.

Shri. Joy Joseph Cherayaththekkuden is a Certified Associate of Indian Institute of Bankers and has a Post-Graduation in Management Studies from Cochin University of Science and Technology, Ernakulam. He has got 17 years of Banking experience in various fields mainly in International Finance, Import & Export Management; Foreign Exchange Management & Currency Trading; NRI Business and 20 years of Industry/Business experience in General Management as the GM and Country Head of ABN International Transport Company WLL (formerly Behzad International) the Kuwait wing of ABN Corporation. He is the Director of TJSV Steel Fabrication & Galvanizing (India) Ltd since 2012 and was Joint Managing Director of the company for a year. He currently is an Adjunct Faculty for MBA at University of Calicut & Kerala Agricultural University (teaching International Finance, Foreign Exchange Management; Soft Skills development; Entrepreneurship Management).

In terms of the provisions of the Companies Act, 2013, Shri. Joy Joseph Cherayaththekkuden has submitted requisite consent(s)/ disclosures before the Board including the consent to act as director, meeting of independence criteria etc. The Company has also received an intimation from Shri. Joy Joseph Cherayaththekkuden 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. The NRCB and the Board has also confirmed that Shri. Joy Joseph Cherayaththekkuden complies with the fit and proper norms of RBI, provisions of Companies Act, 2013 and the Policies of the Company, for being appointed as an Independent Director on the Board of the Company.

In the opinion of the Board, Shri. Joy Joseph Cherayaththekkuden 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. Joy Joseph Cherayaththekkuden is entitled to sitting fees for attending the meetings of the Board and its Committee(s).

Considering the knowledge, background, experience and expertise of Shri. Joy Joseph Cherayaththekkuden, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company are of the view that the appointment of Shri. Joy Joseph Cherayaththekkuden as an Independent Director shall be of immense benefit to the Company.



Therefore, the Board recommends Resolution No. 3 as a Special Resolution for approval by the Members.

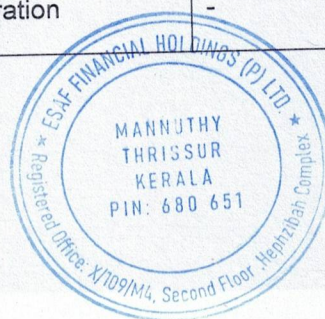
None of the Directors or Key Managerial Personnel of the Company, is concerned or interested in Item No.3 as specified in the Notice.

Disclosures as per Secretarial Standards

Name of the proposed Director	Shri. Joy Joseph Cherayaththekkuden			
Age	69 Years			
Qualification	• Certified Associate of Indian Institute of Bankers (CAIIB) • Post Graduate in Management Studies (MBA) from CUSAT • Graduate with Physics Main from Union Christian College Alwaye, University of Kerala			
Expertise in specific functional areas	17 years of Banking experience and 20 years of Industry/Business experience in General Management			
Experience	Sl. No.	Name of the Organization	Designation	Period of Employment
	1	South Indian Bank Limited	Various Designations	1986 - 2003
	2	ABN International Transport Company	GM and Country Head	2003 - 2012
	3	TJSV Steel Fabrication & Galvanizing (India) Ltd	Director	Since 2012
Terms and Conditions of appointment	Re-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	02.06.2023			
Shareholding in the Company	NIL			
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL			
Number of meetings of the Board attended during the year.	2			
Directorships held in other companies	2			

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
1.	TJSV Steel Fabrication & Galvanizing (India) Ltd	Audit Committee Nomination & Remuneration Committee	- -



Item No. 4 – Appointment of Shri. Periyakavil Ramakrishnan Ravimohan (DIN: 08534931) as the Non- Executive Director of the Company

Shri. Periyakavil Ramakrishnan Ravimohan (DIN: 08534931) was appointed as an Additional Director of the Company with effect from 13th August, 2026, by the Board of Directors of the Company in the meeting held on 12th August, 2026 in compliance with the provisions of the Companies Act, 2013.

In terms of Section 161 of the Companies Act, 2013, he holds office upto the date of the ensuing General Meeting of the Company. Based on the recommendations of the Nomination and Remuneration Committee of the Board (NRCB) and in compliance with the provisions of the Companies Act, 2013, the rules framed there under read with Schedule IV to the Companies Act, 2013, the directions of the Reserve Bank of India and the Directors' Fit and Proper Policy and the Nomination and Remuneration Policy of the Company, the Board of Directors of the Company decided to accord its recommendation to the members of the Company to appoint Shri. Periyakavil Ramakrishnan Ravimohan (DIN: 08534931) as a Non-Executive Director of the Company in the 30th Annual General Meeting of the Company.

Shri. P R Ravi Mohan comes with rich experience of top leadership in Indian and international banking sectors and was engaged in providing technical assistance regarding banking supervision and financial stability to 13 countries in Sub Saharan Africa. Before taking up this assignment, he was heading the Banking Supervision Department of Reserve Bank of India, responsible for the supervision of commercial banks in the country. He also worked as Chief General Manager with the Department of Banking Operations and Development (DBOD) of Reserve Bank of India, where he was involved in regulation of the commercial banking system in the country. Mr. Ravi Mohan joined the RBI in 1984 after his Masters in Physics and holds a Master of Business Administration degree from the University of Birmingham, U.K. He has served as a Director on the Boards of Maithon Power Limited and TP Renewable Microgrid Limited. He was a Non-Executive Independent Director of CARE Ratings (Africa) Private Limited. He also served as the Part-time Chairman and Non-Executive Independent Director of ESAF Small Finance Bank Limited. He is currently serving as an Independent Director of Indus Credit Limited.

In terms of the provisions of the Companies Act, 2013, Shri. P R Ravi Mohan has submitted requisite consent(s)/ disclosures before the Board including the consent to act as director. The Company has also received an intimation from him 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. The NRCB and the Board has also confirmed that Shri. P R Ravi Mohan complies with the fit and proper norms of RBI, provisions of Companies Act, 2013 and the Policies of the Company, for being appointed as the Director on the Board of the Company. Shri. P R Ravi Mohan is entitled to sitting fees for attending the meetings of the Board and its Committee(s).

Considering the knowledge, background, experience and expertise of Shri. P R Ravi Mohan, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company are of the view that the appointment of Shri. P R Ravi Mohan as the Non-Executive Director shall be of immense benefit to the Company. Therefore, the Board recommends Resolution No. 4 as an Ordinary 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.



Disclosures as per Secretarial Standards

Name of the proposed Director	Shri. Periyakavil Ramakrishnan Ravimohan
Age	68 Years
Qualification	• Certified Associate of Indian Institute of Bankers • Master of Business Administration in International Banking and Finance from University of Birmingham, U.K. • Masters in Physics from University of Kerala
Expertise in specific functional areas	Financial Sector Supervision & Regulation, Financial Stability, Corporate Governance, Risk Management and IFRS.
Experience	Mr. P R Ravi Mohan comes with rich experience of top leadership in Indian and international banking sectors and was engaged in providing technical assistance regarding banking supervision and financial stability to 13 countries in Sub Saharan Africa. He was heading the Banking Supervision Department of Reserve Bank of India, responsible for the supervision of commercial banks in the country. He also worked as Chief General Manager with the Department of Banking Operations and Development of Reserve Bank of India, where he was involved in regulation of the commercial banking system in the country.
Terms and Conditions of appointment	Appointing as Non-Executive Director 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	13.08.2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL
Number of meetings of the Board attended during the year.	NIL
Directorships held in other companies	2

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
1.	Indus Credit Limited	Audit Committee	-
		Nomination and Remuneration Committee	-
		Risk Management Committee	Chairman

