



NOTICE TO THE MEMBERS

Notice is hereby given that the 27th Annual General Meeting (**the 'AGM'**) of the members of Fincare Small Finance Bank Limited (**'the Bank'/'the Company'**) will be held on Tuesday, September 27, 2022, at 10:00 A.M. The venue of the AGM shall be the Registered Office of the Bank at i.e., 301-306, 3rd Floor, Abhijeet -V, Opp. Mayor's Bungalow, Law Garden Road, Mithakhali Ahmedabad GJ 380006 IN. The following ordinary and special businesses will be transacted at the Annual General Meeting:

ORDINARY BUSINESS

1. Adoption of financial statements

To receive, consider and adopt the Audited Financial Statements of the Bank for the financial year ended 31st March 2022 including Balance Sheet as at 31st March, 2022, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Directors' and the Auditors' Report thereon

In this regard, the Members of the Company are requested to consider and, if thought fit, to pass with or without modification(s), if any, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 134 of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the audited Financial Statements of the Bank/ Company including Balance Sheet as at March 31, 2022, the statement of Profit and Loss for the year ended March 31, 2022 along with the Cash Flow Statement as at March 31, 2022 and the Notes annexed to, or forming part of any document referred above, together with the Auditors' and Boards' report thereon, be and are hereby considered and adopted by Members of the Company.

RESOLVED FURTHER THAT any Director along with the Company Secretary of the Company be and are hereby severally authorized to file the Audited Financial Statements of the Company for the aforementioned period with the concerned Registrar of Companies, Ministry of Corporate Affairs, along with such other forms and returns and to do all such acts, deeds, things and other matters as may be required in this regard."

FINCARE SMALL FINANCE BANK

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Head Office: #835/39 5th Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bengaluru 560035 Karnataka www.fincarebank.com; Email id: sfbcompsec@fincarebank.com; [Tel No. +91 80 4250 4444](tel:+918042504444)

CIN: U67120GJ1995PLC025373

2. Re-appointment of Mr. Dhiraj Poddar, Nominee Director, who is liable to retire by rotation

To consider re-appointment of Mr. Dhiraj Poddar (DIN-01946905), Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules thereunder (including any amendments, modifications, variations or re-enactments thereof for the time being in force), the approval of the members of the Bank, be and is hereby accorded to re-appoint Mr. Dhiraj Poddar (DIN-01946905), who is liable to retire by rotation and being eligible, offers himself for re-appointment."

SPECIAL BUSINESS

4. Regularization of appointment of Mr. Narayanan Rajagopalan Nadadur, Additional Director (Independent) as Independent Director of the Bank.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read Schedule IV and relevant rules, other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with Articles of Associations of the Bank, Mr. Narayanan Rajagopalan Nadadur (DIN: 07877022), who was appointed as an Additional Director (Independent) with effect from August 6, 2022 on the Board of the Bank to hold office till the conclusion of the ensuing Annual General Meeting and in respect of whom notice proposing his candidature is received under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Bank for a period of 5 years from the date of his original appointment and he shall not be liable to retire by rotation."

By order of the Board of Directors
For Fincare Small Finance Bank Limited



Shefaly Kothari
Company Secretary and Compliance Officer

Place: Bangalore

Date: September 3, 2022

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NOTES-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto and forms part of this notice.
3. All the documents including Notice and Explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and public holidays at the Registered Office of the Company till the date of this general meeting.
4. Members / Proxies should bring the duly filled Attendance Slip at the General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting
5. Proxy forms, in order to be effective, must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the meeting.
6. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
7. The route map showing the venue of the Annual General Meeting is attached as per the requirement of SS-2.
8. Under the present scenario, members are requested to comply the social distancing and other norms declared by Government / Corporation while attending the meeting.
9. The Notice of the AGM is being sent to the members whose names appear on the Register of Members or Register of Beneficial Owners as received from RTA as at the close of business hours on August 19, 2022.
10. Members may note that the Notice of AGM and the Annual Report of the Bank for the financial year 2021-22 is uploaded on the Bank's website on www.fincarebank.com. Members who have not registered their email addresses are requested to register the same with the Company / RTA / respective depository participant(s) ("DPs").

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11. Institutional / corporate shareholders (i.e. other than individual / HUF, NRI etc.) are required to send a scanned copy of board resolution / authorization letter for authorizing the representative to attend the AGM of the Company on its behalf and to cast their vote through show of hands/poll. The said resolution/ authorization letter with attested specimen signature of the duly authorized representative shall be sent by registered email id to the scrutinizer at info@parikhdave.com with a copy marked to sfbcompsec@fincarebank.com. The scanned image of the above mentioned documents should be in the naming format Fincare Small Finance Bank_Event No. 6345.

12. Members holding shares in electronic form are requested to intimate all changes pertaining to their name, postal address, email addresses, telephone/ mobile numbers, Permanent Account Number (PAN), their Company details such as, name of the Company and branch details, Company account number, MICR code, IFSC code, ECS mandates, nominations, power of attorney, change of address/name etc. to their DPs. Any changes effected by the DPs will be automatically reflected in the record maintained by the Depositories.

13. Members are requested to quote their DP ID & Client ID or Folio No. for all correspondences with the Company/RTA.

14. NRI Members are requested to:

- a) change their residential status on return to India permanently.
- b) furnish particulars of Company account(s) maintained in India with complete name, branch, account type, IFSC code, MICR code, account number and address of the Company with PIN Code no., if not furnished earlier.

In case of Joint holder(s), 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.

15. All documents referred to in this Notice and the Explanatory Statement setting out the material facts in respect of the special business and the Statutory Registers, will be made available for inspection by the Company and members seeking to inspect the same are requested to send an email to sfbcompsec@fincarebank.com.

16. Members seeking any information with regard to accounts or operations are required to write to the Company at least seven days prior to the date of meeting through email at: sfbcompsec@fincarebank.com with their name, folio No. / DP ID and Client ID, so as to enable the management to keep the information ready. The same will be replied by the Company suitably.

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In case if a poll is demanded at the meeting, , M/s. Parikh Dave & Associates, Practicing Company Secretaries will act as Scrutinizer, appointed by the Board, to scrutinize the voting process in fair and transparent manner. The Scrutinizer will provide their report on the votes cast in favour or against the resolutions proposed in AGM and upon receipt of the Scrutinizer report the Chairperson or his / her authorised representative will declare the results. The results of voting will also be uploaded on website of the Company at www.fincarebank.com.

17. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company:

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Particulars	Details	
Name of Director	Mr. Dhiraj Poddar	Mr. Narayanan Rajagopalan Nadadur
Date of Birth	November 3, 1974	August 3, 1962
Date of Appointment	September 29, 2021	August 6, 2022
Relationship with Directors	N. A	N. A
Qualifications	Postgraduate	Postgraduate
Expertise in functional area	Associated with the Bank in his professional capacity as a CA & Management member.	Associated with the Bank in his professional capacity having expertise in Retail Banking, Commercial Vehicle financing and Heavy Electrical Equipment Financing.
Board Membership in other Companies as on March 31, 2022	India Ideas Com Limited	Indostar Home Finance Pvt. Ltd.
	Atria Convergence Technologies Limited	
	Loyalty Rewardz Management Private Limited	
	Prudent Corporate Advisory Services Limited	
	Indira IVF Hospital Private Limited	
	Omni Active Health Technologies Limited	
	E-Zest Solutions Limited	

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Chairman / Member of the Committee of the Board of directors in other companies as on March 31, 2022	Nil	Nil
Number of Shares held in the Company as on March 31, 2022	Nil	Nil

By order of the Board of Directors
For Fincare Small Finance Bank Limited



Shefaly Kothari
Company Secretary and Compliance Officer

Place: Bangalore

Date: September 3, 2022

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Mr. Narayanan Rajagopalan Nadadur (DIN: 07877022) has been appointed as an Additional Director (Independent) of the Bank w.e.f. August 6, 2022, in accordance with the applicable provisions of the Companies Act, 2013 and Articles of Association of the Bank to hold office till the conclusion of the ensuing Annual General Meeting.

The Company has received necessary consent and declarations that he meets the criteria of Independence as required under the provisions of Section 149 (6) of the Companies Act, 2013 and further he is not disqualified from being appointed as Independent Director in terms of Section 164 of the Companies Act, 2013.

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Considering his education, qualification and considering other aspects, it is proposed to regularize appointment of Mr. Narayanan Rajagopalan Nadadur (DIN: 07877022) as an Independent Director on the Board of the Bank.

The Board is of the view that the appointment of Mr. Narayanan Rajagopalan Nadadur (DIN: 07877022) is desirable and would be beneficial to the Bank and hence recommends the said resolution no. 3 for approval by the shareholders.

All the relevant documents in connection to his appointment will be available for inspection online. The members desirous to inspect the documents can send their request at e mail id of the Company at sfbcompsec@fincarebank.com.

Except Mr. Narayanan Rajagopalan Nadadur, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the proposed resolution

The Board recommends the said resolution to be passed as an ordinary resolution.

By order of the Board of Directors
For Fincare Small Finance Bank Limited



Shefaly Kothari
Company Secretary and Compliance Officer

Place: Bangalore

Date: September 3, 2022

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ATTENDANCE SLIP

I/we certify that I/we am/are a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Annual General Meeting of Members held on Tuesday, September 27, 2022 at 10:00 A.M. at the Registered Office of the Bank at i.e., 301-306, 3rd Floor, Abhijeet -V, Opp. Mayor's Bungalow, Law Garden Road, Mithakhali Ahmedabad GJ 380006 IN.

Folio No. / DP ID & Client ID*	
No. of shares held	
Member's/Proxy's name in Block Letters	
Member's/Proxy's Signature Note :	

*Applicable in case shares are held in electronic form.

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Member's / Proxy's name in Block letters

Signature of Member / Proxy

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

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Form No. 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]*

CIN: U67120GJ1995PLC025373

Name of the company: Fincare Small Finance Bank Limited

Registered office: 301-306, 3rd Floor, Abhijeet V, Opp. Mayor's Bungalow, Law Garden Road, Mithakhali, Ahmedabad-380 006, Gujarat

Corporate Office: 5th Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bangalore-560035

Name of the member (s):
Registered Address:
E-Mail ID:
Folio No. / Client ID:
DP ID:

I/We, _____, being a member / member (s) of Fincare Small Finance Bank Limited, the above named company, hereby appoint the following as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company to be held on Tuesday, September 27, 2022 at 10:00 A.M. at the Registered Office of the Bank at i.e., 301-306, 3rd Floor, Abhijeet -V, Opp. Mayor's Bungalow, Law Garden Road, Mithakhali Ahmedabad GJ 380006 IN in respect of such resolutions as are indicated below:

1. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

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Karnataka www.fincarebank.com; Email id: sfbcompsec@fincarebank.com;
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2. Name: _____

Address:

E-mail Id:

Signature: _____,

I/We, _____, direct my/our proxy to vote on the resolutions in the manner as are indicated below:

Sr. No.	Resolution	For	Against
1.	Adoption of Financial Statements		
2.	Re-appointment of Mr. Dhiraj Poddar, Nominee Director, who is liable to retire by rotation		
3.	Special Business – Special Resolution To Regularization of appointment of Mr. Narayanan Rajagopalan Nadadur, Additional Director (Independent) as Independent Director of the Bank		

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the “FOR” or “AGAINST” column blank against any or all resolutions, the proxy will be entitled to vote in the manner he / she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he / she should write “ABSTAIN” across the boxes against the resolution.

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Signed this _____ day of _____ 2022

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes to Proxy Form:

1. The Proxy, to be effective should be deposited at the Corporate/Registered Office of the Company not later than forty-eight hours before the commencement of the General Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the register of members.
4. The Proxy is *conferred* the right to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting and in such cases, the Proxy will stand automatically revoked.
6. In case a member wishes his / her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
7. An instrument of Proxy duly filled, stamped, and signed, is valid only for the meeting to which it relates including any adjournment thereof.
8. An instrument of Proxy is valid only if it is properly stamped. (Unstamped or Inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid).
9. The Proxyholder should prove his identity at the time of attending the meeting.
10. A proxy form which does not state the name of the Proxy will not be considered valid.
11. An undated Proxy will not be considered valid.

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12. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid, if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
13. If a Proxy had been appointed for the original meeting and such meeting is adjourned, any proxy given for the adjourned meeting revokes the proxy given for the original meeting.
14. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the meeting or adjourned meeting, as the case may be.
15. A Proxy need not be informed of the revocation of the Proxy issued by the member. An updated letter of revocation of Proxy shall not be accepted. A notice of revocation should be signed by the same person who had signed the Proxy in the case of joint membership.

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**ROUTE MAP FROM AHMEDABAD AIRPORT TO VENUE OF THE MEETING
Prominent Landmark of the Company –**

**Opp. Mayor's Bungalow, Law Garden Road Mithakhali,
Navrangpura, Ahmedabad, GJ 380006, India**



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