

September 27, 2022

To
The General Manager,
Department of Corporate Services,
BSE Limited,
1st Floor, P. J Tower,
Dalal Street,
Mumbai-400001

Dear Sir/ Madam,

Sub: - Proceedings of 27th Annual General Meeting of the Company

With reference to the above captioned subject and pursuant to Regulation 51(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Part B of the Schedule III thereunder, please find enclosed herewith the summary of the proceedings of the 27th Annual General Meeting of Fincare Small Finance Bank Limited held today at the registered office of the Company.

Disclosure and details wrt Directors' appointment and re-appointment in the above meeting is included in above.

This is for your kind information and records.

For Fincare Small Finance Bank Limited



Shefaly Kothari
Company Secretary & Compliance Officer

FINCARE SMALL FINANCE BANK LIMITED

Registered Office: 301-306, 3rd Floor, ABHIJEET -V, Opp. Mayor's Bunglow, Law Garden Road, Mithakhali, Ahmedabad – 380006, Gujarat

Corporate Office: #835/39 5th Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bengaluru-560035, Karnataka

Website: www.fincarebank.com Email: sfbcompsec@fincarebank.com Tel: 080-42504444

CIN: U67120GJ1995PLC025373

FINCARE SMALL FINANCE BANK LIMITED

AGM -Serial Number of Meeting: 27

PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF FINCARE SMALL FINANCE BANK LIMITED ("THE COMPANY/THE BANK") HELD ON TUESDAY, SEPTEMBER 27, 2022, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 301-306, 3RD FLOOR, ABHIJEET -V, OPP. MAYOR'S BUNGLOW, LAW GARDEN ROAD, MITHAKHALI AHMEDABAD – 380006, GUJARAT.

The 27th Annual General Meeting of the Company was held today i.e. Tuesday, the 27th September, 2022 at 10 a.m. at the registered office of the Company.

The following were present at the venue-

Members in person-

Sr No.	Particulars
1.	Mr. Keyur Doshi- Chief Financial Officer
2.	Mr. Sameer Nanavati, Nominee Director
3.	Mr. Jigar Modi
4.	Mr. Vivek Kothari
5.	Mr. Sube Kumumpallil Phillip
6.	Mr. Shobhan Rohitkumar Modi
7.	Mr. AR Santosh

Members via proxy-

Sr No.	Particulars
1.	Ms. Rekha Prafulchandra Kothari represented by Shefaly Kothari
2.	Mr. Parth Doshi represented by Keyur Doshi
3.	Ms. Manjula Bhaskar Shah represented by Keyur Doshi
4.	Mr. Parinda Nanavati represented by Sameer Nanavati
5.	Ms. Pratiksa Nanavati represented by Sameer Nanavati
6.	Ms. Komal Keyur Doshi represented by Keyur Doshi
7.	Mr. Paresh Bhaskar Shah represented by Keyur Doshi

Members Present through Authorized Representatives:

Sr No.	Particulars
1	Fincare Business Services Limited – Represented by Mr. Keyur Doshi
2	Mahender R Chawla HUF- Represented by Mr. Abhay Parekh
3	Silver Leaf Oak (Mauritius) Limited - Represented by Keyur Doshi
4	Indium Iv Mauritius Holdings Limited - Represented by Keyur Doshi
5	Bharti Axa Life Insurance Company Ltd - Represented by Abhay Parekh
6	Amethyst Inclusion Pte Ltd. - Represented by Shefaly Kothari
7	Leapfrog Rural Inclusion (India) Ltd. - Represented by Shefaly Kothari

Directors-

Sr No.	Particulars
1.	Mr. Sameer Nanavati - Nominee Director and Chairperson of Fraud Monitoring Committee and a member of Audit Committee, Corporate Social Responsibility Committee, Customer Service Committee, Credit approval Committee and Stakeholder Relationship Committee
2.	Mr. Alok Prasad- Independent Director and Chairperson of Nomination and Remuneration Committee and a member of Audit Committee, Risk Management Committee, Fraud Monitoring Committee and Stakeholder Relationship Committee
3.	Mr. Vinay Baijal- Independent Director and Chairperson of Audit Committee and a member of Nomination and Remuneration Committee and Fraud Monitoring Committee
4.	Ms. Dhiraj Poddar- Nominee Director and Chairperson of Stakeholder Relationship Committee and a member of the Audit Committee.

Company Secretary-

Sr No.	Particulars
1.	Ms. Shefaly Kothari

Secretarial Auditors:

Sr. No.	Particulars
1.	Parikh Dave & Associates (Secretarial Auditors) - Represented by Mr. Umesh Parikh & Uday Dave

M/s. S&R Batliboi (EY) Statutory Auditor of the Company expressed their inability to attend the meeting.

The Members and Directors of the Bank confirmed that the notice convening the AGM along the financial statements and every document required to be annexed to the financial statements were received in accordance with provisions of Section 101 of the Companies Act, 2013 ("the Act") read with paragraph 1.2.6 of the Secretarial Standard 2 ("SS —2").

Ms. Shefaly Kothari, Company Secretary of the Bank welcomed all the members and Directors to the 27th Annual General Meeting of the Bank and proceeded to conduct the meeting forward. She introduced the Board of Directors, Invitees and Secretarial Auditors present at the meeting. Members were also informed that Mr. Rajeev Yadav, Mr. Pramod Kabra, Mr. Divya Sehgal, Mr. Narayanan Nadadur, Ms. Nanda Dave, Mr. Dhiraj Poddar and Ms. Aarthi Sivanandh could not attend the AGM due to their pre-occupations and hence their presence was exempted.

Thereafter, Directors present at the venue appointed Mr. Sameer Nanavati as the Chairman of the meeting in accordance with provisions of paragraph 5.1 of the SS- 2.

Mr. Sameer Nanavati while welcoming all present to the meeting; confirmed and stated that the quorum as required in pursuance of provisions of section 103(1)(b) of the Act read with paragraph 3.1 of SS — 2 was present and that the meeting has been duly constituted in accordance with the provisions of the Act and relevant regulation of the Company's Articles of Association. He further stated that the requisite statutory records and registers were placed on table and available for inspection. He also stated that the notice of this 27th AGM and Annual Report along with audited financial statements for F.Y-2021-22 was sent through email on September 3, 2022, and hence was available with them and also have been uploaded on the website of the Bank along with Financial Statements. Further, there were no qualifications, observations, or adverse remarks in the reports of statutory Auditors or secretarial auditors therefore the same was considered as read.

With the consent of members, the notice convening the meeting was taken as read.

He then confirmed that the Bank have not received any advance query from any of the members as mentioned in the AGM Notice.

Thereafter, he proceeded with the agenda items of the AGM and informed the members that there were two ordinary business items and one special business item. He further explained that Members are eligible to cast their vote through show of hands. Also note that poll may also be demanded by members holding at least 1/10th of the share capital of the Bank or by the Chairman Sir at any time on or before declaration of results of a resolution.

On moving ahead, he listed the following items to be transacted at the meeting:

1. To consider and adopt the audited financial statements of the Bank for the F.Y ended March 31, 2022, together with report of the board and auditors thereon.
2. Re-appointment of Mr. Dhiraj Poddar, Nominee Director, who is liable to retire by rotation as a director and being eligible has offered himself for reappointment.
3. Regularization of appointment of Mr. Narayanan Nadadur, Additional Director (Independent) as Independent Director of the Bank.

He then requested the members to vote on the aforesaid items by show of hands and if required, a poll taken be taken for the same.

Through show of hands, the following resolutions were passed unanimously:

ITEM NO. 1: ADOPTION OF ACCOUNTS

“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.”

ITEM NO. 2: RE-APPOINTMENT OF MR. DHIRAJ PODDAR, NOMINEE DIRECTOR, WHO IS LIABLE TO RETIRE BY ROTATION

“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.”

ITEM NO. 3: REGULARIZATION OF APPOINTMENT OF MR. NARAYANAN NANADUR, ADDITIONAL DIRECTOR (INDEPENDENT) AS INDEPENDENT DIRECTOR OF THE BANK

“**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.”

There being no other item for discussion, the meeting was concluded with a vote of thanks to Reserve Bank of India, Securities and Exchange Board of India, Ministry of Corporate Affairs, Indian Banks' Association (IBA), Unique Identification Authority of India (UIDAI), Directors, the Bank's Customers, Depositors, Bankers and other Lenders, Shareholders, Registrar and Transfer Agent, Debenture holders, Debenture Trustees and other stakeholders for their continued support and faith reposed in the Bank. He also placed on record its gratitude to BSE Limited, National Securities Depository Limited, Central Depository Services (India) Limited and the Credit Rating Agencies for their continued co-operation and appreciated the valuable services rendered by M/s SR Batliboi (EY), the Statutory Auditors, during their tenure. He then thanked the personnel of the Bank for their diligence, devotion and loyalty towards the Bank, during these difficult times

He again thanked all the members for their participation at the meeting. The meeting concluded at 11 am.

Notes:

1. The quorum as in accordance with paragraph 3.1 of SS — 2 was present throughout the meeting.
2. The above minutes were prepared and entered in the books maintained for the purpose on September 27, 2022 in accordance paragraph **17.4.1** of SS — 2 read with rule 25(1)(b)(i) of the Companies (Management & Administration) Rules, 2014.



Company Secretary
Shefaly Kothari

Place: Ahmedabad
Date: September 27, 2022