

SHORTER NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting No. 01/2023-24 of the Members of Fincare Small Finance Bank Limited (hereinafter referred to as the “Bank”/ the “Company”) will be held on Friday, September 29, 2023 at 12:00 Noon at 5th Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bengaluru - 560035, Karnataka to transact the following Businesses:

SPECIAL BUSINESS

Item No. 1: Approval on amended ESOP Scheme of the Bank (ESOP– 2018-5-FSFB) pursuant to expansion of pool from existing 50 Lakhs to 110 Lakhs

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment, modification or re-enactment to the Act or the Guidelines, for the time being in force) and pursuant to the provisions contained in the Articles of Association of the Company and such other approvals, permissions, sanctions, conditions and modifications as may be prescribed, the consent of the Shareholders of Fincare Small Finance Bank Limited be and is hereby accorded for increase in ESOP pool of "Employee Stock Option Scheme (ESOP-2018-5-FSFB)" from existing 50 Lakhs to 110 Lakhs in aggregate, which could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company, at such price and on such terms and conditions as set out under the ESOP Scheme, and as may be modified by the Board and/or the NRC, as the case may be, in accordance with the ESOP Scheme from time to time.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.”

Item No. 2: To alter the Articles of Association of the Bank

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

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021, as amended, the Articles of Association of the Company be and is hereby altered by inserting the following new paras in existing Article 115 and Article 116 of Part A and Part B respectively:

Directors / Appointment of Director nominated by debenture trustee

The debenture Trustee shall have a right to appoint a nominee director on the Board of the Bank in an event of default by the Bank as per the provisions of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (together “SEBI Regulations”) and as amended from time to time, subject to applicable provisions of RBI Regulations / Companies Act, 2013 and necessary approvals.

FINCARE SMALL FINANCE BANK LIMITED

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

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

CIN: U67120GJ1995PLC025373

Provided however, if more than one debenture trustee(s) are entitled to appoint director in terms of the SEBI Regulations, all such debenture trustees shall jointly nominate only one person to be appointed as a Director on the Board of the Company in terms of this Article.

The Director so appointed shall not be liable to retire by rotation. The Director so appointed shall hold office so long as the default subsists relating to payment of interest or repayment of principal amount in respect of listed debt securities.”

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



Shefaly Kothari
Company Secretary

Place: Bengaluru

Date: September 26, 2023

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. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
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 referred in the notice 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 Corporate Office of the Company till the date of this General meeting and members seeking to inspect the same online are requested to send an email to sfbcompsec@fincarebank.com.
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 Corporate 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.

FINCARE SMALL FINANCE BANK LIMITED

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

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

CIN: U67120GJ1995PLC025373

7. The route map showing the venue of the Extra-Ordinary General (EGM) Meeting is attached as per the requirement of SS-2.
8. The Notice of the EGM 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 September 22, 2023.
9. Members may note that the Notice of EGM 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").
10. 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 EGM 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.
11. 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.
12. Members are requested to quote their DP ID & Client ID or Folio No. for all correspondences with the Company/RTA.
13. 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 EGM.

14. Members seeking any information with regard to proposed resolutions are required to write to the Company at least two 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.

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 EGM 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

15. This EGM has been called on shorter notice and in case the majority approvals from the shareholders are not received before the EGM date, the meeting shall be cancelled.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“ICSI”)

Item No. 1: Approval on amended ESOP Scheme of the Bank (ESOP– 2018-5-FSFB) pursuant to expansion of pool from existing 50 Lakhs to 110 Lakhs

Stock options are the effective instrument for aligning the long-term interest of the employees with those of the company and providing an opportunity to the employees to participate in the growth of the company. This also helps the company to attract, retain and motivate the best available talent in a competitive environment. The object of the ESOP scheme is to reward the employees for their performance and to motivate and incentivize them to contribute to the growth of the Bank.

The shareholders of the Bank had previously approved the ESOP scheme (ESOP-2018-4-FSFB) in EGM held on May 10, 2019 and further amendment approved in AGM held on November 8, 2021.

It is proposed to expand the ESOP pool from existing 50 Lakhs to 110 Lakhs in order to grant ESOP for performance periods i.e. FY 23 and FY 24 and hence to amend the scheme in order to incorporate the pool expansion.

The grant covers employees of the Bank and the holding Company of the Bank. The Members are informed that, the Nomination and remuneration committee of the Board and Board of Directors of the Bank at their meetings held on August 21, 2023 and September 25, 2023 respectively has approved the proposed scheme and the amendment thereto.

The Change to the Scheme is as under:

S No.	Clause No. of the ESOP Scheme	The Existing Clause no. 3.4	A new clause no. 3.5 shall be inserted as below
1.	3. Option Pool and Scheme Applicability	3.4: The pool was further expanded from 30 lakhs to 50 lakhs stock options with a view to future grants, vide Board approval dated September 27, 2021 and subsequent approval from Shareholders in AGM dated November 8, 2021.	3.5: The pool was further expanded from 50 lakhs to 110 lakhs stock options with a view to future grants, vide Board approval dated September 25, 2023 and subsequent approval from Shareholders in EGM dated September 29, 2023

Further, the subsequent clauses be renumbered as may be required.

The Board has recommended the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Rajeev Yadav, Mr. Keyur Doshi and Ms. Shefaly Kothari are concerned / interested, financially or otherwise, in the aforesaid resolution.

Item No. 2: To alter the Articles of Association of the Bank

Appointment of Director nominated by debenture trustee(s):

The Company presently has 7 series of outstanding Non-Convertible Debentures (“NCDs”) which are listed on BSE Limited. Catalyst Trusteeship Limited is the Trustee for the said NCDs.

SEBI vide its amendment dated February 2, 2023 bearing reference no. SEBI/LADNRO/GN/2023/119 has amended Regulation 23 of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to provide that companies whose debt securities are listed shall alter their articles of association and debenture trust deeds on or before September 30, 2023, to include provisions for appointment of a person nominated by the debenture trustee(s) as a director of the company.

The appointment of such nominee director by the debenture trustee(s) on the Board of Directors of the company shall be exercised only in the event of default as per Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as provided below:

- a) two consecutive defaults in payment of interest to the debenture holders; or
- b) default in creation of security for debentures; or
- c) default in redemption of debentures.

The Company is in compliance with the terms of the NCDs and there has not been any default as above. However, in terms of amended Regulation 23 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, it is necessary to alter the Articles of Association to provide for appointment of a nominee director.

Accordingly, the Board of Directors has proposed to alter the Articles of Association of the Company as set out in the resolution at Item No. 2 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested, financially or otherwise, in the aforesaid resolution.

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



Shefaly Kothari
Company Secretary

Place: Bengaluru
Date: September 26, 2023

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 Extra Ordinary General Meeting of Members held on Friday, September 29, 2023 at 12:00 Noon at 5th Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bengaluru -560035.

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
Proxy

Signature of Member /

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.

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

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 Extra-Ordinary General Meeting of the company to be held on Friday, September 29, 2023 at 12:00 Noon at 5th Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bengaluru -560035, Karnataka in respect of such resolutions as are indicated below:

1. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

2. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

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

FINCARE SMALL FINANCE BANK LIMITED

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

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

www.fincarebank.com

CIN: U67120GJ1995PLC025373

Sr. No.	Resolution	For	Against
1.	Special Business – Special Resolution Approval on amended ESOP Scheme of the Bank (ESOP– 2018-5-FSFB) pursuant to expansion of pool from existing 50 Lakhs to 110 Lakhs		
2.	Special Business – Special Resolution To alter the Articles of Association 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.

Signed this _____ day of _____ 2023

Signature of shareholder

Signature of Proxy holder(s)

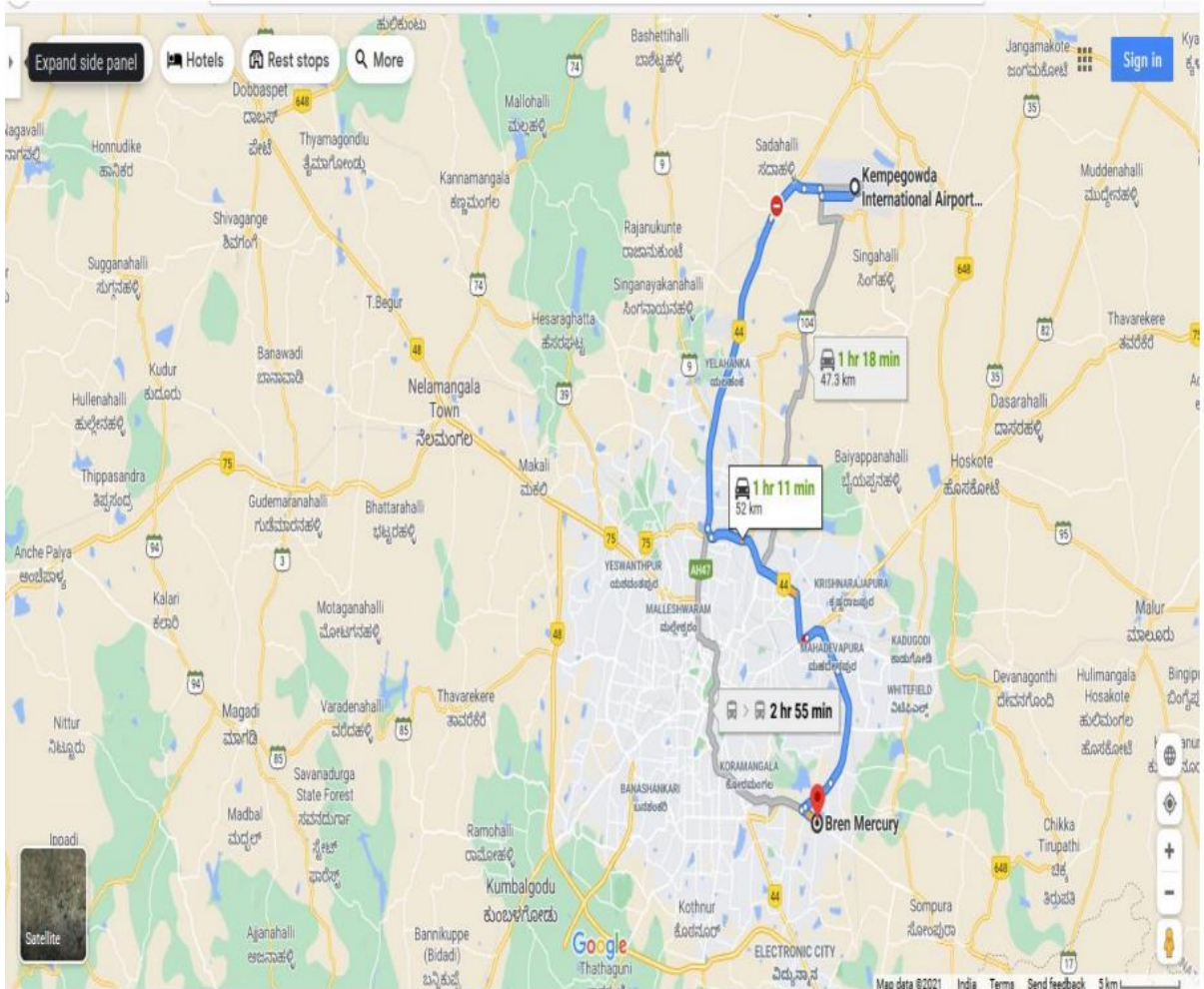
Affix Revenue Stamp

Notes to Proxy Form:

1. The Proxy, to be effective should be deposited at the 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.
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.

ROUTE MAP FROM BENGALURU AIRPORT TO VENUE OF THE MEETING

Prominent Land Mark of the Company – Sarjapur Main Road, Opp. Kaikondanahalli Lake



FINCARE SMALL FINANCE BANK LIMITED

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

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

www.fincarebank.com

CIN: U67120GJ1995PLC025373