

CORRIGENDUM TO NOTICE OF THE 28TH ANNUAL GENERAL MEETING

Fincare Small Finance Bank Limited on June 30, 2023 had issued NOTICE dated June 23, 2023 for holding 28th Annual General Meeting (AGM). The AGM is scheduled to be held on Tuesday, July 25, 2023, at 12:00 noon at Registered Office of the Bank viz. 301-306, 3rd Floor, Abhijeet -V, Opp. Mayor's Bungalow, Law Garden Road, Mithakhali, Ahmedabad-380006, Gujarat, India for transacting the businesses as set out on the said notice.

As intimated earlier, the Company has filed Draft Red Herring Prospectus with SEBI. After circulation of notice, the Company has received additional comments from SEBI for making additional changes in Articles of Association. SEBI has directed that the Part B of the Articles of Association should fall away from the date of filing Red Herring Prospectus.

Already, the Company has proposed the Agenda Item No. 5 in the Notice of AGM relating to make alterations in the Articles of Association (AOA) of the Company. In that as per earlier direction received from SEBI, the Company has proposed the alterations to AOA. Now, one more alteration is also required to be carried out in the Articles of Association and same is proposed to members by way of addition of Sr. no. 10 in the existing Agenda no. 5 to the notice.

In order to incorporate this change in the Notice of AGM dated June 23, 2023 this corrigendum to notice is issued.

In light of the above, the agenda item no. 5 of the NOTICE along with the explanatory statement pertaining to the agenda item no 5 needs to be modified. Hence, the members are requested to consider the following resolution at agenda item no. 5 of the NOTICE for your approval.

5. To approve alterations in the Articles of Associations 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 Sections 5, 14 and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof), and Reserve Bank of India Act, 1949 and subject to the necessary approval, consent, permission and sanction required from Reserve Bank of India, jurisdictional Registrar of Companies and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, consent of the members of the Bank be and is hereby accorded to replace/ alter/modify/revise the existing set of the Articles of Association of the Bank as under:

1. Under Part-A, Articles of Association of the Bank, Para No. 2-Definitions

- a) deletion of the sub para xiv) “FBSL” shall mean Fincare Business Services Limited, a company registered under Companies Act, 2013, having corporate identification number U74900KA2014PLC075614 and
- b) deletion of the sub para xv) “FBSL Shareholder” shall mean any Person who holds at least one equity share of FBSL or preference share of FBSL or any other securities convertible into equity shares of FBSL
- c) Numbering of para xix) to xxiii) be changed to sub points a) to e) under xviii. Financial Statements
- d) deletion of the sub para xxiv) “Group Company” shall mean Fincare Business Services Limited,

FINCARE SMALL FINANCE BANK LIMITED

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www.fincarebank.com

CIN: U67120GJ1995PLC025373

e) deletion of the sub para xxxii) “Qualifying Shareholder” shall mean each FBSL Shareholder who holds 9% (nine percent) or more of the Share Capital of FBSL.

f) deletion of the sub para xxxvii) "Seal" means the Common Seal for the time being of the Company.

g) and realignment of numbering in Para No. 2 – Definitions pursuant to aforesaid changes

2. Under Part-A, Articles of Association of the Bank, Para No. 115-Directors

a) deletion of para heading a)

b) deletion of the sub para b) of Para 115, FBSL shall have the right to nominate/appoint 3(three) directors on the Board of the Company and a Managing Director of the Company.

3. Under Part-A, Articles of Association of the Bank, Para No. 142 -Common Seal to be deleted.

(a) The Board shall provide for the safe custody of Common Seal.

(b) The Common Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors of the Company or of a Committee of the Board of Directors of the Company authorized by it in that behalf and except in the presence of at least one Director or an authorized person of the Company in whose presence the Common Seal of the Company is affixed in accordance with this Article, shall sign every instrument to which the Common Seal is so affixed.

(c) Notwithstanding anything contained hereinabove, common seal will be affixed on the share certificates as per the applicable provisions under the Act.

4. Under Part-A, Articles of Association of the Bank, Para No. 191- Group Company Members Rights to be deleted

The Company shall not be bound by the rights conferred on the members/shareholders of the Group Company under/through their respective articles of association- Group Company Members Rights

5. Realignment of numbering of Part A of the Articles of Association pursuant to deletion of Para 142 and 191

6. Under Part-B, Articles of Association of the Bank, Para No. 2- Definitions

a) deletion of the sub para xxxvii) “Qualifying Shareholder” shall mean each FBSL shareholder who holds 9% (nine percent) or more of the Share Capital of FBSL.

b) deletion of the sub para xlvi) "Seal" means the Common Seal for the time being of the Company.

c) and realignment of numbering in Para No. 2 – Definitions pursuant to aforesaid changes

7. Under Part-B, Articles of Association of the Bank, Para No. 116- Directors

a) deletion of para heading a)

b) deletion of the sub para b) of Para 116, FBSL shall have the right to nominate/appoint 3(three) directors on the Board of the Company and a Managing Director of the Company.

8. Part-B, Articles of Association of the Bank, Para No. 143- Common Seal to be deleted

(a) The Board shall provide for the safe custody of Common Seal.

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(b) The Common Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors of the Company or of a Committee of the Board of Directors of the Company authorized by it in that behalf and except in the presence of at least one Director or an authorized person of the Company in whose presence the Common Seal of the Company is affixed in accordance with this Article, shall sign every instrument to which the Common Seal is so affixed.

(c) Notwithstanding anything contained hereinabove, common seal will be affixed on the share certificates as per the applicable provisions under the Act.

9. Realignment of numbering of Part B of the Articles of Association pursuant to deletion of Para 143.

10. Change in clause mentioned in heading of Part-A of the Articles of Association:

Existing Clause, Under Part-A, Heading of the Articles of Association of the Bank	Revised Clause, Under Part-A, Heading of the Articles of Association of the Bank
The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency between Part A and Part B, the provisions of Part B shall be applicable. However, Part B shall be deemed to fall away and automatically terminate and cease to have any force and effect from the date of listing of Equity Shares of the Company on a recognized stock exchange in India pursuant to an initial public offering of the Equity Shares of the Company without any further action, including any corporate action, by the Company or by the Shareholders.	The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency between Part A and Part B, the provisions of Part B shall be applicable. However, Part B shall be deemed to fall away and automatically terminate and cease to have any force and effect from the date of filing the Red Herring Prospectus with Securities and Exchange Board of India (SEBI) for listing of Equity Shares of the Company on a recognized stock exchange in India pursuant to an initial public offering of the Equity Shares of the Company without any further action, including any corporate action, by the Company or by the Shareholders.

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

Item No. 5:

The Bank has re-submitted the revised DRHP with SEBI on May 02, 2023. Thereafter, the Lead Manager ('LM') to the Bank (ICICI Securities Limited) has received a communication vide an email dated June 09, 2023 from SEBI seeking clarifications. LM vide its email on the same date intimated to the Bank regarding the SEBI's communication for further necessary actions. Hence, the Board of the Bank approved amended Articles of Association at its meeting on June 23, 2023.

The LM has received additional feedback from SEBI on the Articles of Association of the Bank relating to termination of Part B of the Articles of Association from the date of filing Red Herring Prospectus.

Accordingly, it is being proposed to make the in the existing set of Articles of Association.

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In terms of the provisions of Section 14 of the Companies Act, 2013, the alterations of articles require approval of the members of the Bank by way of Special Resolution at the General Meeting.

The Board of Directors has approved the amendment in the Article of Association of the Bank, subject to the approval of members of the Bank and also the Reserve Bank of India.

The Board recommends the Special Resolution set forth in Item No. 5 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 and Compliance Officer

Other contents of the AGM Notice remain unchanged. This Corrigendum shall form an integral part of AGM Notice and shall also be available on the website of the Company and of BSE Limited (being Debt listed).