

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting No. 03/2022-23 of the Members of Fincare Small Finance Bank Limited (hereinafter referred to as the “Bank”/ the “Company”) will be held on Wednesday, March 15, 2023 at 11:30 A.M at 5th Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bangalore - 560035, Karnataka to transact the following Businesses:

SPECIAL BUSINESS

Item No. 1: Increase in the Borrowing Limits of the Bank from INR 2,500 Crores to INR 4,000 Crores under Section 180(1)(c) of the Companies Act, 2013

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members at their Meeting held on December 28, 2016 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of Memorandum and Articles of Association of the Bank, consent of the members of the Bank, be and is hereby accorded to borrow (apart from temporary loans obtained from the Bank’s bankers in the ordinary course of business and such other instruments as per the exception laid under the act or in this resolution), in excess of the paid-up share capital, free reserves and securities premium account, including the monies already borrowed by the Bank upto a limit of outstanding aggregate value which shall not exceed Rs 4000,00,00,000/- (Rupees Four Thousand Crores Only) or the aggregate of the paid up capital, free reserves and securities premium account of the Bank, whichever is higher at any time.

RESOLVED FURTHER THAT the Revised borrowing limit of Rs 4000,00,00,000/- (Rupees Four Thousand Crores Only) to include the borrowings through:

- ✓ Refinance facilities
- ✓ Tier 2 bonds / Subordinated Debt / Non-convertible debentures / Perpetual debt
- ✓ Term Loans
- ✓ Term money /Inter bank borrowing – more than 6 months
- ✓ Body corporates or the Directors of the Company
- ✓ Such other means of finance as may be approved by Board of Directors/ Committees thereof.

RESOLVED FURTHER THAT the borrowing by way of temporary loans and borrowing as specifically covered under proviso of section 180 (1) (c) of the Companies Act, 2013 as applicable to Banking company will not be considered as Borrowing for the purpose of calculation of maximum borrowing limit as proposed and includes the following:

- i. Treasury borrowing under Reserve Bank of India Liquidity Adjustment Facility (LAF) (e.g. Long Term Repo Operation (LTRO)/ Special Long Term Repo Operation (SLTRO), Market Repo, Tri-Party Repo (Treps), Clearcorp Repo Order Matching System (Croms), Money Market etc., categories are not considered in the proposed borrowing limit;
- ii. Inter bank borrowings for less than 6 months period, are not considered in the proposed borrowing limit. However, note that overall Inter bank borrowing limits for the bank would be as per RBI prescribed regulations and limit decided by Risk Management Committee of Board (RMCB);
- iii. Deposits are not considered as borrowings;
- iv. Certificate of Deposits are also not considered as borrowings;

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www.fincarebank.com

CIN: U67120GJ1995PLC025373

- v. Inter Bank Participation Certificates (with Risk sharing and without risk sharing) are not part of above borrowing limit;
- vi. Securitization transactions / Direct Assignment transactions / PTCs are not considered as borrowing;
- vii. Raising funds under any other instruments which are not covered above will be approved by the borrowing committee basis adhering to compliances under Companies Act & Banking Regulation Act;
- viii. Further note that all operations conducted by Bank's Treasury for liquidity management would be governed by market risk policy approved by board and as per regulatory guidelines;
- ix. And includes any other instrument (s) / Financial arrangements repayable within a period of 180 days.

The Borrowing limit will be on the outstanding balance of the borrowing portfolio at any point of time, the above limit is also subject to all other regulatory guidelines including Leverage ratio (LR) of more than 4.5 % (Capital measure/Exposure Measure) (If the borrowing reaches INR 4000 Cr, keeping other factors constant, Bank will be compliant to this LR condition).”

Item No. 2: Approval for creation of charges/mortgages in respect of Borrowings Under Section 180(1)(a) of the Companies Act, 2013

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members at their Meeting held on December 28, 2016 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Bank be and is hereby accorded to pledge, mortgage and/or charge in all or any part of movable or immovable properties of the Bank and the whole or part of the undertaking of the Bank of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Bank and the whole of the undertaking of the Bank to or in favour of Lending Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Bank or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Bank or any third party in respect of such borrowings provided that maximum amount of the indebtedness secured by the properties of the Bank does not exceed Rs 4000,00,00,000/- (Rupees Four Thousand Crores Only) at any time.”

Item No. 3: Approval to raise funds through Private Placement of Secured/Unsecured, Rated, Redeemable Non- Convertible Debentures (NCDs)

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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and/or any other regulatory authority, the relevant provisions of Memorandum and Articles of Association of the Bank and subject to the rules, regulations, guidelines and circulars issued thereunder from time to time by any Regulatory Authorities, the consent of members of the Bank be and is hereby accorded to offer, issue and allot on a private placement basis in one or more tranches, Secured/ Unsecured, Rated, Redeemable Non-

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Convertible Debentures within a period of 1 (one) year from the date of passing of this resolution, provided that the amount raised through NCDs during this period of 1 year shall not exceed Rs. 200 Crores (Indian Rupees Two Hundred Crore) on such terms and conditions and at par or at such premium/discount, as may be decided by the Board, to such person or persons, including but not limited to, one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds, individuals, as the case may be or such other person/persons as the Board may decide.”

Item No. 4: Re-appointment of Mr. Rajeev Yadav as a Managing Director and Chief Executive Officer 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 Section 196, 197 and 203 and Schedule V read with relevant rules made there under and other applicable provisions as may be applicable of the Companies Act, 2013 and the Banking Regulation Act, 1949 including any statutory modification(s) or re-enactment thereof for the time being in force and basis the recommendation from Board of Directors, the consent of the members be and is hereby accorded, subject to the approval of the Reserve Bank of India, for re-appointment of Mr. Rajeev Yadav as Managing Director and Chief Executive Officer of the Bank effective 16th July, 2023 for a period of 5 years or the maximum term as may be permissible by law, to perform the duties as may be required under the provisions of the Act from time to time.

FURTHER RESOLVED THAT the remuneration payable to Mr. Rajeev Yadav shall be reviewed and revised from time to time by the Board of Directors on recommendations by Nomination and Remuneration Committee and as guided by the Compensation Policy of the Bank.”

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



Shefaly Kothari
Company Secretary

Place: Bangalore

Date: February 20, 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.
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 Corporate 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 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.
7. The route map showing the venue of the Extra-Ordinary General (EGM) 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 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 February 10, 2023.
10. 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").
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 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.
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 EGM.

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.

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

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:**

The members of the Bank vide their resolution dated December 28, 2016, had approved to borrow from time to time a sum not exceeding Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores Only), on such terms and conditions as it may deem fit under Section 180(1)(c) of the Companies Act, 2013 (“the Act”). Keeping in view the Bank’s existing and future financial requirements, the Bank may need additional funds and for this purpose, the Bank is desirous of raising finance from Institutions/ Lending Banks/other Bodies corporate or any other persons as may be considered fit, which, together with the moneys already borrowed by the Bank (apart from temporary loans obtained from the Bank’s bankers in ordinary course of business and being a banking company in the ordinary course of business amount accepted from public repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Bank.

Hence it is proposed to increase the maximum borrowing limit as prescribed in the resolution at item no. 1. As per the provisions of Section 180(1)(c) of the Act, a company cannot borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, unless approval of the Members is obtained by way of a Special Resolution. In order to explore alternatives for capital adequacy requirements and in the light of the projected business requirements for FY 2023-24, it is proposed to enhance the borrowing limits of the Bank to Rs 4000,00,00,000/- (Rupees Four Thousand Crores Only) or the aggregate of the paid up capital and free reserves of the Bank, whichever is higher at any time.

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, if any, are concerned / interested, financially or otherwise, in the aforesaid resolution.

Item No. 2:

In accordance with the provisions of Section 180 (1) (a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Bank, may be deemed as the disposal of the whole or substantially the whole, of the undertaking of the Bank and hence requires approval from the members of the Bank by way of a Special Resolution. Considering the future borrowing and creation of charge on the assets of the Bank, it is proposed to pass this enabling resolution to create a charge or mortgage on the assets or properties of the Bank whereas maximum amount of the indebtedness secured by the properties of the Bank does not exceed Rs. 4000,00,00,000/- (Rupees Four Thousand Crores Only) or the aggregate of the paid-up capital, free reserves and securities premium of the Bank, whichever is higher at any time.

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.

Item No. 3:

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Bank shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment the resources of the Bank and for general corporate purposes and such other purposes as may be determined, the Bank may invite subscription for non-convertible debentures Secured/ Unsecured, Rated, Redeemable Non-Convertible Debentures or such other debt securities as may be permitted under applicable law from time to time (including under any directions/regulations of the Reserve Bank of India ("**RBI**") and the Securities and Exchange Board of India ("**SEBI**") (as may be determined)) to be issued by the Bank, in one or more series/tranches on a private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium/ discount to face value and the issue price (including premium, if any) shall be decided by the board of directors of the Bank ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Bank to the Members:

PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such NCDs during the year. In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured, subordinated/senior, rated, unlisted, redeemable NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned shareholders resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	Non-convertible debt securities/NCDs. The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided for each specific issue, on the basis of the interest rate/effective yield determined, subject to applicable law (including without limitation, any directions/regulations of the RBI and the SEBI in respect of the raising of debt by banking companies) and based on market conditions prevailing at the time of the respective issue.

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BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided, subject to applicable law (including without limitation, any directions/regulations of the RBI and the SEBI in respect of the raising of debt by banking companies) and in discussions with the relevant investor(s).
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned shareholders resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution in accordance with Section 42 of the Companies Act, 2013 and Rule 14 of the Prospectus and Allotment Rules being up to Rs. 200 Crores (Indian Rupees Two Hundred Crore).
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES	The specific terms of each offer/issue of NCDs shall be decided from time to time, at the time of issue subject to applicable law (including without limitation, any directions/regulations of the RBI and the SEBI in respect of the raising of debt by banking companies) and in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Bank to issue such NCDs on private placement basis up to Rs. 200 Crores (Indian Rupees Two Hundred Crore) as stipulated above, in one or more tranches with in a period of one year from the date of passing this resolution.

The Board recommends the Special Resolution set forth in Item No. 3 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.

Item No. 4:

The Board of Directors at its meeting held on February 20, 2023 approved the re-appointment of Mr. Rajeev Yadav as Managing Director and Chief Executive Officer of the Bank for a period of five (5) years effective from 16th July, 2023 on the terms and conditions as detailed in his appointment letter. Further, his remuneration may be reviewed and revised from time to time by the Board of Directors on recommendations by Nomination and Remuneration Committee and as guided by the Compensation Policy of the Bank. Mr. Rajeev has over 27 years of diversified experience in financial services across NBFCs and an HFC. He has played a key role in devising strategy for small finance bank and has worked actively on its implementation across areas such as business restructuring, technology and products. His professional expertise spans extensive P&L, business development, strategy & planning, product and relationship management capabilities. His previous stints include India Business Leader- PL & Mortgages (GE Money), India CMO & Business Development Leader (GE Capital), India CEO (GE Money) etc.

He holds a BE degree from IIT and PGDM from IIM. Hence approval of members is sought for his appointment and payment of remuneration as proposed in item no. 4.

With respect to this resolution, Mr. Rajeev Yadav, who is proposed to be appointed as Managing Director and Chief Executive Officer of the Bank, is interested and concerned to the extent of the remuneration and benefits that he may get by holding the said office/ place of profit/ employment in the Bank upon appointment as proposed.

The Board recommends the resolution set forth in this item for approval of members.

Except the above no other Director/ Key Managerial Person or their relative are anyway concerned/ interested in the proposed Special Resolution.

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



Shefaly Kothari
Company Secretary

Place: Bangalore

Date: February 20, 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 Wednesday, March 15, 2023 at 11:30 A.M. at 5th Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bangalore-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]*

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Name of the company: Fincare Small Finance Bank Limited

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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 Wednesday, March 15, 2023 at 11:30 A.M. at 5th Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bangalore-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:

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Sr. No.	Resolution	For	Against
1.	Special Business – Special Resolution Increase in the Borrowing Limits of the Bank from INR 2,500 Crores to INR 4,000 Crores under Section 180(1)(c) of the Companies Act, 2013		
2.	Special Business – Special Resolution Authority to Board of Directors for creation of charges/mortgages in respect of Borrowings Under Section 180(1)(a) of the Companies Act, 2013		
3.	Special Business – Special Resolution To raise funds through Private Placement of Secured/Unsecured, Rated, Redeemable Non-Convertible Debentures (NCDs)		
4.	Special Business – Special Resolution Re-appointment of Mr. Rajeev Yadav as a Managing Director and Chief Executive Officer 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)

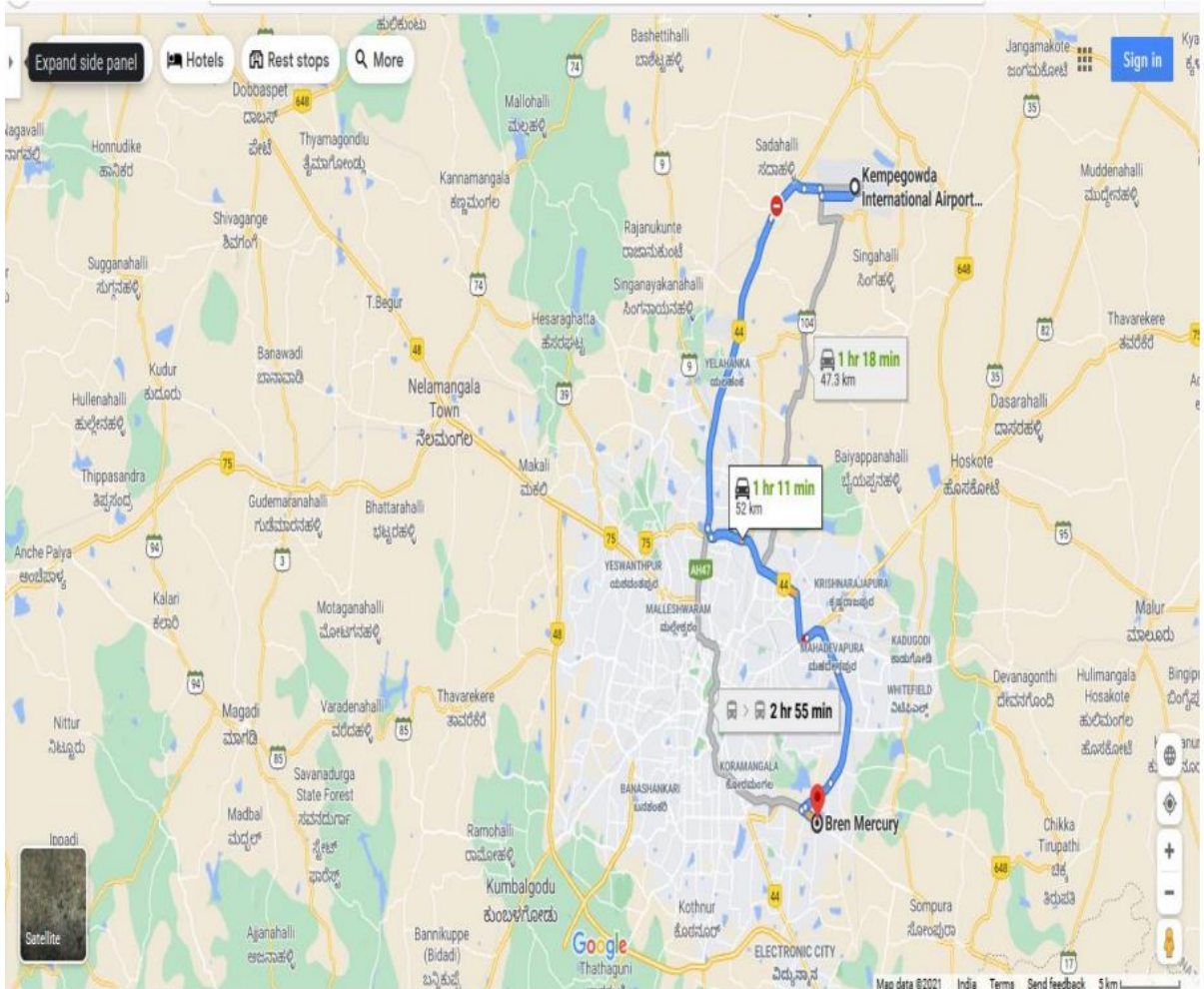
Affix Revenue Stamp

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 BANGALORE AIRPORT TO VENUE OF THE MEETING

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



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