

NOTICE CONVENING 7TH ANNUAL GENERAL MEETING

Notice is hereby given that the 7th Annual General Meeting (the 'AGM') of the members of Fincare Business Services Limited ('the Company') will be held on Tuesday, 28th day of September, 2021 at 12:00 noon at Courtyard by Marriott, Ballroom 2, Marathahalli - Sarjapur Outer Ring Rd, Bellandur, Bengaluru, Karnataka 560103 to transact the following business:

ORDINARY BUSINESS

1. Adoption of accounts

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and auditors thereon and if thought fit, to pass with or without modification(s) the following resolutions as **Ordinary Resolution**:

- A. "**RESOLVED THAT** the audited standalone Financial Statements of the Company for the financial year ended 31st March, 2021 along with the Report of the Directors and Auditors, as circulated to the members, be and are hereby considered and adopted."
- B. "**RESOLVED THAT** the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 along with the Report of the Directors and Auditors, as circulated to the members, be and are hereby considered and adopted."

2. Re-appointment of Mr. Maninder Singh Juneja, Nominee Director, who is liable to retire by rotation

To consider re-appointment of Mr. Maninder Singh Juneja (DIN 02680016), who retires by rotation and being eligible offers himself for reappointment as 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 Company, be and is hereby accorded to re-appoint Mr. Maninder Singh Juneja (DIN 02680016), as a Director of the Company who is liable to retire by rotation and being eligible, offers himself for re-appointment."

3. Appointment of Statutory Auditors of the Company

To consider appointment of M/s. Bhushan Khot & Co, Chartered Accountants as the Statutory Auditors of the Company for a period of five years 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 sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, applicable guidelines and circulars issued by Reserve Bank of India and also basis the recommendations from the Board of Directors, M/s. Bhushan Khot & Co LLP, Chartered Accountants (Registration Number: 116888W), be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 (five) years starting from conclusion of 7th Annual General Meeting until conclusion of 12th Annual General

FINCARE BUSINESS SERVICES LIMITED

(Formerly known as Fincare Business services Private Limited)

A core investment Company registered under RBI Act 1934- No. C-02. 00276
79/7, 3rd Floor, K. No.1202, Bellandur, Varthur Hobli Bengaluru Bangalore KA 560102 IN

Phone: +91-80 42504444; Email: info@fincare.com; website: www.fincare.com

CIN: U74900KA2014PLC075614

Meeting on such terms and conditions including remuneration as may be mutually agreed between the Board of Directors and the auditors.

RESOLVED FURTHER THAT any Director and/ or Chief Financial Officer and/or Company Secretary, of the Company, be and are hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

SPECIAL BUSINESS

4. Approval for adoption of new set of articles of association (AOA) of the Company

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 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), the approval of shareholders of the Company, be and is hereby accorded for adoption of new set of Articles of Association of the Company as circulated along with the notice of this meeting in substitution for, and to the exclusion, of its existing Articles of Association”.

“**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for giving effect to this resolution.”

**For and on behalf of
Fincare Business Services Limited**

**Sd/-
Parul Molri
Company Secretary**

Place: Bengaluru

Date: September 4, 2021

NOTES

- 1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.
3. 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 authorising their representative(s) to attend and vote on their behalf at the Meeting. Only bonafide members of the

Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

4. The Register of Directors' shareholding, maintained under Section 170 of the Companies Act, 2013 and all the other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at the registered office of the Company during business hours 10:00 A.M. to 6:00 P.M. (except Saturday and Sunday) up to date of the AGM and also at the AGM.
5. Members desiring any information as regards to accounts are requested to write to the Company at least seven days before the meeting so as to enable the management to keep the information ready. The Ministry of Corporate Affairs allows companies to send official documents, i.e. Annual Report, Notice of AGM etc., to their Shareholders through email as part of its green initiatives in corporate governance. Members are requested to bring their copies of Annual Report to the Meeting as copies will not be distributed at the meeting venue.
6. A route map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
7. A Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
8. Disclosure pertaining to reappointment of Director who is retiring by rotation is annexed as annexure to the Notice.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

As required pursuant to Section 102 of the Companies Act, 2013, the following explanatory statement sets out material facts relating to the business mentioned under stated item of the accompanying Notice.

Item No. 4

Approval for adoption of new set of articles of association (“AOA”) of the Company

Presently the AOA of the Company requires stipulates certain rights and obligations of the shareholders of the Company which pertains to inter-alia conditions to transfer the shares, right to appoint Directors and/or Observers etc. Now, owing to bring in administrative ease and better corporate governance practices in the Company, it proposed to bring in certain changes majorly pertaining to partially doing away with the requirement of Deed of Adherence and its related implications, deleting observer rights of the Investors, variation in rights to appoint Investor Directors etc.

The proposed changes are incorporated in copy of proposed restated AOA as attached to this notice as **Annexure 1**.

Pursuant to existing provisions of the AoA of the Company, any decisions pertaining to change in article of association of the Company requires qualifying shareholders’ approval from the Shareholders of the Company. Also, as per the requirements of Companies Act 2013, it is required to obtain approval of the shareholders of the Company by way of special resolution.

No Director/ Key Managerial Person or their relative are concerned/ interested in the proposed Special Resolution.

Hence, board of directors seeks the approval of shareholders of the Company on resolution no. 4 as a special resolution.

**For and on behalf of
Fincare Business Services Limited**

Sd/-

**Parul Molri
Company Secretary**

Place: Bengaluru

Date: September 4, 2021

Annexure to the Notice calling 7th AGM

Details of Director retiring by rotation and seeking re-appointment at the AGM is given below:

Mr. Maninder Singh Juneja	
Age	55 years
Qualification	Post-Graduation Diploma in Management (PGDM): Indian Institute of Management Lucknow 1991 Bachelor in Engineering(BE) : Maharaja Sayaji Rao University 1987
Experience/Brief Resume	Mr. Juneja has over 34 years' experience across industries. He is currently Partner at True North Associates LLP ("TN") where he is involved in building and managing businesses primarily in the financial services sector. Prior to joining True North, he was the group Head for ICICI Banks Retail Banking group, covering Strategy, Products, Small Business Loans, Branch Banking and distribution channels. He started his career with Godrej as a Branch Manager and has worked with Godrej GE Appliances and GE Transportation financial services.
Remuneration last drawn	Nil
Proposed Remuneration	Nil
Date of first appointment on the board	September 26, 2019
Relationship with other Directors/KMPs	Nil
Number of meetings of the board attended during FY 2020-21	1
Shareholding in the Company	Nil
Directorships in other Companies	Actify Data Labs Private Limited Fedbank Financial Services Limited Home First Finance Company India Limited Indifi Technologies Private Limited Infinity Fincorp Solutions Private Limited Niva Bupa health Insurance Company Limited Riviera Investors Private Limited
Committee positions in other Companies	Fedbank Financial Services Limited Risk Management Committee - Member IT Strategy Committee - Member Nomination and Remuneration Committee - - Member Credit Committee - - Member Home First Finance Company India Limited Risk Management Committee - Chairman Committee of Directors - Chairman Stakeholder Relationship Committee - Member Indifi Technologies Private Limited Audit committee – Member Infinity Fincorp Solutions Private Limited CSR Committee – Chairman

	<p>Niva Bupa Health Insurance Company Limited Investment Committee- Chairman Risk Committee- Member Nomination & Remuneration Committee- Member Policyholder's Protection Committee-Member</p> <p>Riviera Investors Private Limited Audit committee – Member</p>
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ATTENDANCE SLIP

**7th ANNUAL GENERAL MEETING ON TUESDAY, 28TH DAY OF SEPTEMBER 2021 AT
12:00 Noon**

Folio No./DP ID & Client ID	
No. of shares held	

I/We certify that I/We am/are registered Member/Proxy for the registered Member of the Company.

I/We hereby record my presence at the 7th Annual General Meeting of the Company to be held on Tuesday, 28th day of September, 2021 12:00 noon at Courtyard by Marriott, Ballroom 2, Marathahalli - Sarjapur Outer Ring Rd, Bellandur, Bengaluru, Karnataka 560103.

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.

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: U74900KA2014PLC075614

Name of the company: Fincare Business Services Limited

Registered office: 79/7, 3rd Floor, K. No.1202, Bellandur, Varthur Hobli Bengaluru Karnataka
560102 India.

Name of the member (s):

Registered Address:

E-Mail ID:

Folio No. / Client ID:

DP ID:

I/We, _____, being a member / member (s) of _____ shares of Fincare Business Services 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 7th Annual General Meeting of the company to be held on 28th September, 2021 at 12:00 noon at Courtyard by Marriott, Ballroom 2, Marathahalli - Sarjapur Outer Ring Rd, Bellandur, Bengaluru, Karnataka 560103 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:

Sr. No.	Resolution	For	Against
1.	Ordinary Business Adoption of audited Financial Statements (including consolidated financials) of the Company for the financial year ended 31 st March, 2021 and Report of Board of Directors and Auditors thereon.		
2.	Ordinary Business		

	To consider re-appointment of a Director in place of Mr. Maninder Singh Juneja (DIN- 02680016) who retires by rotation and being eligible offers himself for reappointment.		
3.	Ordinary Business To consider and appoint Bhushan Khot & Co., Chartered Accountants as the Statutory Auditors of the Company.		
4.	Special Business To approve adoption of restated Articles of Association of the Company		

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 _____ 2021

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. Please put a tick 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 the 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.
7. 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.

8. An instrument of Proxy duly filled, stamped and signed, is valid only for the meeting to which it relates including any adjournment thereof.
9. 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.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. A proxy form which does not state the name of the Proxy will not be considered valid.
12. An undated Proxy will not be considered valid.
13. 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.
14. 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.
15. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
16. 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. 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.
17. Requisitions, if any, for Inspection of Proxies should be received in writing from a member atleast three days before the commencement of the Meeting.
18. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

ROUTE MAP FROM KEMPEGOWDA INTERNATIONAL AIRPORT TO VENUE OF THE MEETING

