



# Fincare

## NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING

### **Fincare Business Services Limited**

**2023-24**

Confidential

### **FINCARE BUSINESS SERVICES LIMITED**

(Formerly known as Fincare Business services Private Limited)

A core investment Company registered under RBI Act 1934- No. B.01.00633

Registered Office: 301 & 302, Abhijeet - V Opp. Mayor Bungalow, Law Garden Road, Mithakhali,  
Ahmedabad, Gujarat, India, 380006

Corporate Office: Ground Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bengaluru 560035 KA IN

Phone: +91-80 42504444; Email: [info@fincare.com](mailto:info@fincare.com); website: [www.fincare.com](http://www.fincare.com)

CIN: U74900GJ2014PLC132578



## NOTICE CONVENING 10<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 10<sup>th</sup> Annual General Meeting (**the 'AGM'**) of the members of Fincare Business Services Limited (**'the Company'**) (Formerly known as Fincare Business Services Private Limited) will be held on Monday, 30<sup>th</sup> day of September 2024 at 2:30 P.M. at the registered office of the Company situated at 301 & 302, Abhijeet - V Opp. Mayor Bungalow, Law Garden Road, Mithakhali, Ahmedabad, Gujarat, India, 380006 to transact the following business:

### **ORDINARY BUSINESS**

#### **1. Adoption and Approval 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, 2024, 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 an **Ordinary Resolution**:

- A. **"RESOLVED THAT** the audited standalone Financial Statements of the Company for the financial year ended March 31, 2024, along with the Report of the Directors and Auditors, as circulated to the members, be and are hereby received, considered and adopted."
- B. **"RESOLVED THAT** the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2024, along with the Report of the Auditors, as circulated to the members, be and are hereby received, considered and adopted."

**RESOLVED FURTHER THAT** Mr. G. Dasarathareddy (DIN: 01760054), Managing Director, Mr. Gautam Gupta, Chief Financial Officer and Ms. Karishma Chandani, Company Secretary, be and are hereby severally authorised to do all the acts, deeds and things including but not limited to filing statutory forms as may be necessary to give effect to the aforementioned resolution."

#### **2. Re-appointment of Mr. Maninder Singh Juneja, Nominee Director (DIN: 02680016), who is liable to retire by rotation**

To consider re-appointment of Mr. Maninder Singh Juneja, Nominee Director (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 reenactments 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, Nominee Director (DIN: 02680016), as a Director of the Company who is liable to retire by rotation and being eligible, offers himself for re-appointment."

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3. **To appoint and fix the remuneration of Statutory Auditors**

To consider 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 Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under Rules made thereunder (‘the Act’) and guidelines issued by the Reserve Bank of India (RBI) for appointment of statutory auditors of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, M/s Bilimoria Mehta & Co, Chartered Accountants, Firm Registration Number- 101490W, be and are hereby recommended for appointment as Statutory Auditors of the Company at the ensuing 10<sup>th</sup> Annual General Meeting to hold office until the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company at a remuneration of Rs. 4,00,000/- plus taxes including annual statutory audit, tax audit, and other statutory certificates.

**RESOLVED FURTHER THAT** Mr. G. Dasarathareddy (DIN: 01760054), Managing Director, Mr. Gautam Gupta, Chief Financial Officer and Ms. Karishma Chandani, Company Secretary, be and are hereby severally authorised to do all the acts, deeds and things including but not limited to filing statutory forms as may be necessary to give effect to the aforementioned resolution.”

**SPECIAL BUSINESS**

4. **To consider and approve the Voluntary Liquidation 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 59 of the Insolvency and Bankruptcy Code, 2016, read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 (“VLP Regulations”) (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Companies Act, 2013, as may be applicable, and subject to the approval of statutory and regulatory authorities and creditors of the Company, as may be required, the consent of the shareholders of Fincare Business Services Limited (‘the Company’) be and is hereby accorded to liquidate the Company by way of voluntary liquidation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 59(3) of the Insolvency and Bankruptcy Code, 2016, and any other provisions / enactments, as may be applicable, upon passing of this special resolution, a voluntary liquidation shall be deemed to have been commenced in relation to the Company.

**RESOLVED FURTHER THAT** pursuant to the voluntary liquidation of the Company in terms of Regulation 35 of the VLP Regulations, after paying claims to the creditors / meeting the liquidation cost and provide for fractional entitlements to which shareholders may be entitled to, the assets (comprising investment in equity shares of AU Small Finance Bank Limited and any surplus cash and cash equivalent balance) of the Company will be distributed to its shareholders.

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**RESOLVED FURTHER THAT** the voluntary liquidation of the Company shall not involve sale / transfer of assets (including investment in equity shares of AU Small Finance Bank Limited) of the Company to any third party, except to meet the liquidation cost, to provide for fractional entitlements to which shareholders may be entitled to and provisioning for ongoing litigation, and for the distribution of assets of the Company which will be given effect at the earliest.

**RESOLVED FURTHER THAT** the Liquidator and / or the Board of Directors and / or Mr. Gautam Gupta, Chief Financial Officer Ms. Karishma Chandani, Company Secretary of the Company, be and are hereby severally authorized to approve and execute any application, declarations, undertakings, authorization letter, power of attorney or any other document in relation to the application to the Reserve Bank of India ('RBI') or appearing before the RBI or authorizing any other person to appear before the RBI for and on behalf of the Company and do all such acts or deeds in connection with obtaining any approval (including but not limited to approval for distribution of shares to the shareholders) from the RBI.

**RESOLVED FURTHER THAT** any director of the Company and / or Gautam Gupta, Chief Financial Officer and/or Ms. Karishma Chandani, Company Secretary of the Company be and is are hereby severally authorised to do all such acts, deeds and things as may be necessary, incidental and expedient to give effect to this resolution, including but not limited to filing of necessary e-forms with the Registrar of Companies, Ministry of Corporate Affairs.”

**5. To approve the appointment and remuneration of the Liquidator**

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 59 of the Insolvency and Bankruptcy Code, 2016, read with Regulation 5 and 6 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 ("VLP Regulations") (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Dilipkumar Natvarlal Jagad, an Insolvency Professional holding Registration number IBBI/IPA-001/IP-P00233/2017-2018/10462, as the Liquidator of Fincare Business Services Limited ('the Company'), for the purpose of the voluntary liquidation of the Company at a remuneration of INR 7,50,000/- (Rupees Seven Lakh Fifty Thousand Only) plus applicable taxes, exclusive of any other liquidation expenses at actuals, reimbursement of actual out of pocket expenses that may be incurred in the process of voluntary liquidation of the Company and on such terms and conditions as may be mutually agreed between the Company and the Liquidator.

**RESOLVED FURTHER THAT** the mandate containing terms and conditions of the appointment of the Liquidator (duly initialed by the Chairman for the purpose of identification) as placed before the shareholders, be and is hereby approved.

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**RESOLVED FURTHER THAT** pursuant to the provisions of Section 35 and Section 37 of the Insolvency and Bankruptcy Code, 2016 ("IBC, 2016") read with Chapter IV of the VLP Regulations and other applicable provision, if any, the Liquidator shall, inter-alia, exercise the following powers:

- a. To institute or defend suit, prosecution or other legal proceeding, civil or criminal in the name of and on behalf of the Company;
- b. To carry on the business / hold assets of the Company, so far as may be necessary for the beneficial liquidation of the Company;
- c. To appoint any professional at a reasonable remuneration to assist him in discharge of his duties and to sub-delegate powers, as may deem fit for administrative convenience;
- d. To appoint such other professional or to continue with the appointment of the existing statutory auditor, any consultants of the Company as may be required, till the dissolution of the Company;
- e. To discharge all powers, functions, duties as required under Section 35 of the IBC, 2016 read with VLP Regulations or under Companies Act, 2013 but not limited to filing any Forms with Registrar of Companies or any other applicable provisions;
- f. To change the name of the existing bank account of the Company to "Fincare Business Services Limited – In voluntary liquidation" or as may be deemed appropriate or to open a new bank account in the name of the Company followed by the words 'in voluntary liquidation'; and
- g. To do all such other things as may be beneficial in the liquidation of the Company and distribution of assets including but not limited to obtaining any consultation from the stakeholders of the Company.

**RESOLVED FURTHER THAT** Mr. Dilipkumar Natvarlal Jagad, the Liquidator be and is hereby authorised to obtain consultation as may be required from time to time from the contributory, in writing duly signed by an authorized officer / director thereof.

**RESOLVED FURTHER THAT** the Liquidator and / or the Board of Directors and / or Mr. Gautam Gupta, Chief Financial Officer, Ms. Karishma Chandani, Company secretary of the Company Mr. Dilipkumar Natvarlal Jagad, the Liquidator be and is hereby severally authorised to file necessary forms and documents and sign and execute necessary papers, applications or any other documents and to do all such acts, deeds and things as may be required to give effect to this resolution.

**RESOLVED FURTHER THAT** pursuant to Regulation 31 of the VLP Regulations, Mr. Dilipkumar Natvarlal Jagad, the Liquidator of the Company, be and is hereby authorized to sell any of the Company's property / assets by public auction or private contract with power to transfer the whole of it to any person or to sell the same in parcels.

**RESOLVED FURTHER THAT** Mr. Dilipkumar Natvarlal Jagad, Liquidator, will, after paying claims to the creditors / meeting the liquidation cost, provide for fractional entitlements to which shareholders may be entitled to, provisioning for ongoing litigations, distribute the assets of the Company to the shareholders of the Company. The voluntary liquidation of the Company shall not involve sale of assets (including shares of AU Small Finance Bank Limited) of the Company to any third party, and the Liquidator will give effect to the distribution of assets at the earliest . Post distribution of assets and after completion of all other formalities as may be necessary for voluntary liquidation, the Liquidator shall apply to National Company Law Tribunal for dissolution of the Company.

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**RESOLVED FURTHER THAT** in case any stakeholder is entitled to receive fraction of share of AU Small Finance Bank Limited then such fractional shares shall not be issued to such stakeholder but instead the Liquidator shall consolidate all such fractional entitlements to which the stakeholders may be entitled and allot consolidated equity shares to a trustee nominated on that behalf (The Trustee being the “Liquidator”).

**RESOLVE FURTHER THAT** the trustee nominated, at its discretion, shall sell such shares in the open market and distribute the net sale proceeds (after deduction of the expenses incurred) to the stakeholders entitled to the same in proportion to their fractional entitlements.

**RESOLVED FURTHER THAT** the Liquidator and / or the Board of Directors and / or Mr. Gautam Gupta, Chief Financial Officer, Ms. Karishma Chandani, Company secretary of the Company, be and are hereby severally authorized to approve and execute any application, declarations, undertakings, authorization letter, power of attorney or any other document in relation to the application to the Reserve Bank of India (‘RBI’) or appearing before the RBI or authorizing any other person to appear before the RBI for and on behalf of the Company and do all such acts or deeds in connection with obtaining any approval (including but not limited to approval for distribution of shares to the shareholders) from the RBI.

**RESOLVED FURTHER THAT** Mr. Dilipkumar Natvarlal Jagad, Liquidator, in order to comply with and discharge the applicable withholding tax obligations under the applicable laws on in specie distribution of equity shares of AU Small Finance Bank Limited, may cause the shareholders to provide funds to the Company to the extent of the amount of withholding tax applicable in case of each such shareholder entitled to the in specie distribution pursuant to voluntary liquidation.

**RESOLVED FURTHER THAT** any director or Mr. Gautam Gupta, Chief Financial Officer or Ms. Karishma Chandani, Company secretary of the Company be and is hereby severally authorized to sign a copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

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6. **Declaration of Solvency**

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

“**RESOLVED THAT** the Declaration of Solvency from the Directors of the Company verified by an affidavit, along with audited financial statements, and record of business operations of the Company for the previous two years, provisional / un-audited / certified financials for the period upto 31<sup>st</sup> August 2024 and details of pending litigations / assessments before the statutory authorities, as placed before the shareholders of the Company, be and is taken on record, considered and approved.

**RESOLVED FURTHER THAT** any of the Directors or Mr. Gautam Gupta, Chief Financial Officer Ms. Karishma Chandani, Company Secretary of the Company be and are hereby severally authorized to sign a copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

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

**Sd/  
Karishma Chandani  
Company Secretary  
Membership no. A45657**

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Place: Bengalore  
Date: 06.09.2024

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## 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 authorizing their representative(s) to attend and vote on their behalf at the Meeting. Only bona fide 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 this AGM.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2024 to September 30, 2024
6. Members desiring any information as regards to accounts are requested to write to the Company at least seven days before the meeting 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.
7. 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 AGM 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](mailto:info@parikhdave.com) with a copy marked to [compsecfbsl@fincare.com](mailto:compsecfbsl@fincare.com). The scanned image of the above-mentioned documents should be in the naming format Fincare Business Services Limited Event No. 01-2023/24.
8. In case if a poll is demanded at the meeting, Mr. Umesh Parikh failing him Mr. Uday Dave, Partners of 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 AGM 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.fincare.com](http://www.fincare.com).

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8. The Notice of the AGM 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 5 2024.
9. 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.
10. 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.
11. As per Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs a person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a Company's shares or the right to exercise significant influence or control over the Company. If any Members holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and as specified in the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on February 08, 2019.
12. Members may note that the Notice of AGM and the Annual Report of the Company for the financial year 2023-24 is uploaded on the it's website on [www.fincare.com](http://www.fincare.com). Members who have not registered their email addresses are requested to register the same with the Company / RTA / respective depository participant(s) ("DPs").
13. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH 14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be requested from the Company's official email id - [compsecfbsl@fincare.com](mailto:compsecfbsl@fincare.com). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

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

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**

The Company has been primarily existing to hold the shares of its group entities and pursuant to this objective, the Company was holding the shares of Fincare Small Finance Bank Limited. It is being informed that as the amalgamation of Fincare Small Finance Bank Limited with and into AU Small Finance Bank Limited is completed, the purpose for which the Company was existing will no longer be relevant. Considering the current state of affairs, the liquidation of the Company shall be in the best interest of the Company and its stakeholders.

In addition to above, the Board of directors of the Company is of the opinion that there is no availability of business prospects nor any long-term financial resources that present a financially viable alternative to carry on the business activities of the Company in the foreseeable future. Therefore, after several deliberations, the Board of directors at their meeting held on September 6, 2024, has decided, approved and recommended to voluntarily wind-up/liquidate the Company through a members' voluntary winding up/liquidation process, subject to the approval of the members and creditors, if any

The voluntary winding up/liquidation shall be effected in accordance with provisions of Section 59 of the Insolvency and Bankruptcy Code, 2016, read with the applicable regulations and relevant provisions of the Companies Act, 2013.

Pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016, read with the applicable regulations and relevant provisions of the Companies Act, 2013, voluntary winding up/liquidation of the Company shall require the approval of the shareholders by way of Special Resolution, hence, the aforesaid resolution is proposed to be passed as a Special Resolution.

In pursuance to Clause 70 (a) of the Articles of Association of the Company, the aforesaid item being a reserved item requires approval from the qualifying shareholders of the Company.

None of the Directors of the Company or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the resolution set out in the Notice.

### **ITEM NO. 5**

In accordance with the provisions of Section 59 of the Insolvency and Bankruptcy Code, 2016, read with Regulation 5 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Company is required to appoint an Insolvency Professional to act as the Liquidator in the proposed voluntary liquidation of the Company. For this purpose, the Board at its meeting held on Friday, September 6, 2024 has decided, approved and recommended the name of Mr. Dilipkumar Natvarlal Jagad, an Insolvency Professional, holding Registration number IBBI/IPA-001/IP-P00233/2017-2018/10462, to act as the Insolvency Professional in the members' voluntary liquidation of the Company.

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**Brief Profile of Mr. Dilipkumar Natvarlal Jagad-**

Mr. Dilip is graduated from NM college of commerce & Economics in 1983. He cleared CA final in May 1987 and ICWA in December 1987 and starting his career with Bansi S Mehta & Co in 1988 a leading firm of Chartered Accountants at Mumbai.

In 1993, he started corporate journey including associated with a pharma company which was later merged with Glenmark group in 2003 through a reverse merger.

He joined a Financial Services company in 2008 and moved to a Category –I Merchant banker- registered with SEBI and NBFC Registered with RBI working on Project Finance, Private Equity, Mergers and Acquisitions, Due-diligence, IPO, Open offer, and Securities Laws.

In the year 2016 he joined as senior partner with DMKH & Co., Chartered Accountants, Mumbai in which the founding Partner Mr. Durgesh Kabra is a Central Council Member of the ICAI.

He became Insolvency Professional in the year 2018 and was Part of DMKH Insolvency Resolution Services LLP, IBBI Registered IPE. He has handled more than 25 assignments as IRP, RP and Liquidator.

Pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016, read with the applicable regulations and relevant provisions of the Companies Act, 2013, voluntary liquidation of the Company shall require the approval of the shareholders by way of Special Resolution for the appointment and remuneration of Liquidator hence, the aforesaid resolution under item number 5 is proposed to be passed as a Special Resolution.

None of the Directors of the Company or Key Managerial Persons of the Company and/or their respective relatives shall be considered to be concerned or interested, financially or otherwise in the resolution set out in the Notice.

**ITEM NO. 6**

Copy of Declaration entered into by majority of the Directors of the Company and subsequently approved by the Board at its meeting held on September 6, 2024 is available for inspection by members on all days, except Saturday and Sunday, at the Registered Office of the Company, till the date of the ensuing Annual General Meeting.

Pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016, read with the applicable regulations and relevant provisions of the Companies Act, 2013, voluntary liquidation of the Company shall require the approval of the shareholders by way of Special Resolution for the declaration of solvency, hence, the aforesaid resolution under item number 6 is proposed to be passed as a Special Resolution

None of the Directors, Key Managerial Persons of the Company and/or their respective relatives shall be considered to be concerned or interested in the proposed Special Resolutions except to the extent of their respective shareholding in the Company.

**FINCARE BUSINESS SERVICES LIMITED**

(Formerly known as Fincare Business services Private Limited)

A core investment Company registered under RBI Act 1934- No. B.01.00633

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Corporate Office: Ground Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bengaluru 560035 KA IN

Phone: +91-80 42504444; Email: [info@fincare.com](mailto:info@fincare.com); website: [www.fincare.com](http://www.fincare.com)

CIN: U74900GJ2014PLC132578



**Annexure to the Notice calling 10<sup>th</sup> AGM (Item 2)**

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

<b>Mr. Maninder Singh Juneja</b>	
Age	58 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 37 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 2023-24	12
Shareholding in the Company	Nil
Directorships in other Companies	Fedbank Financial Services Limited Home First Finance Company India Limited Indifi Technologies Private Limited Niva Bupa health Insurance Company Limited Full Value Technologies Private Limited

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**ATTENDANCE SLIP**

**10<sup>TH</sup> ANNUAL GENERAL MEETING ON MONDAY, 30<sup>TH</sup> DAY OF SEPTEMBER 2024 AT 2:30 P.M.**

Folio No./DP ID & Client ID-

No. of shares held-

Member's/Proxy's name in Block Letters-

Member's/Proxy's Signature Note-

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 **10<sup>th</sup> Annual General Meeting** of the Company to be held on **Monday, 30<sup>th</sup> day of September 2024 at 2:30 P.M. at the registered office of the Company situated at 301 & 302, Abhijeet - V Opp. Mayor Bungalow, Law Garden Road, Mithakhali, Ahmedabad, Gujarat, India, 380006.**

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.

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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: U74900GJ2014PLC132578

Name of the company: Fincare Business Services Limited

Registered office: 301 & 302, Abhijeet - V Opp. Mayor Bungalow, Law Garden Road, Mithakhali, Ahmedabad, Gujarat, India, 380006.

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 10<sup>th</sup> Annual General Meeting of the company to be held on Monday, 30<sup>th</sup> day of September 2024 at 2:30 P.M. at the registered office of the Company situated at 301 & 302, Abhijeet - V Opp. Mayor Bungalow, Law Garden Road, Mithakhali, Ahmedabad, Gujarat, India, 380006 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
	<b>Ordinary Business(s)</b>		
1	Adoption of audited Financial Statements (including consolidated financials) of the Company for the financial year ended 31 <sup>st</sup> March 2024 and Report of Board of Directors and Auditors thereon.		
2	Re-appointment of Mr. Maninder Singh Juneja, Nominee Director (DIN: 02680016), who is liable to retire by rotation		
3	To appoint and fix the remuneration of Statutory Auditors		
	<b>Special Business(s)</b>		
4	To consider and approve the Voluntary Liquidation of the Company		
5	To approve the appointment and remuneration of the Liquidator		
6	Declaration of Solvency		

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	Affix Revenue Stamp
Signature of shareholder	
Signature of Proxy holder(s)	

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#### **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 Proxyholder 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.

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17. Requisitions, if any, for Inspection of Proxies should be received in writing from a member at least 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.

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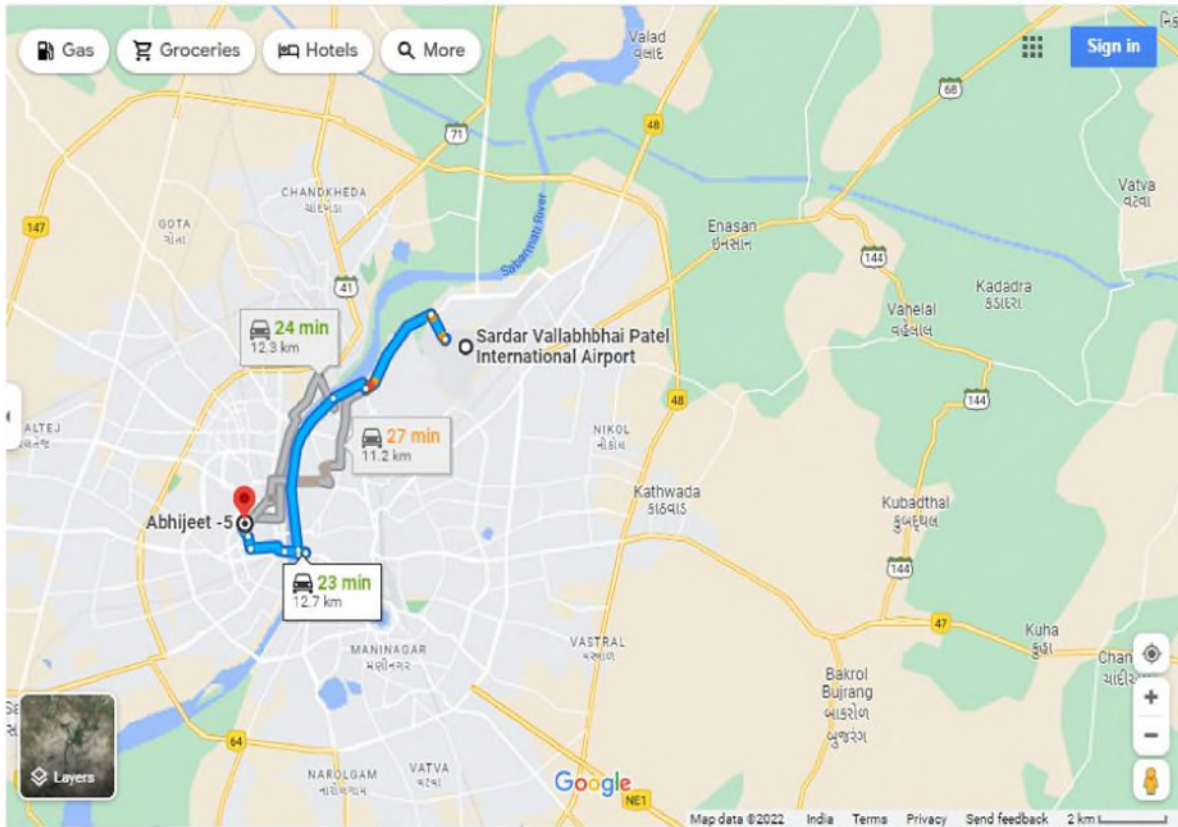
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## ROUTE MAP FROM AHMEDABAD AIRPORT TO VENUE OF THE MEETING

**Prominent Landmark of the Company –  
Opp. Mayor’s Bungalow, Law Garden Road Mithakhali,  
Navrangpura, Ahmedabad, GJ 380006, India**



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**Form No. MGT-12**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

**POLLING PAPER (if Poll Demanded)**

FOR 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30<sup>TH</sup> SEPTEMBER 2024 AT  
2:30  
NOON AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 301 & 302, ABHIJEET - V OPP.  
MAYOR BUNGALOW, LAW GARDEN ROAD, MITHAKHALI,  
AHMEDABAD, GUJARAT, INDIA, 380006

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Item Particulars	No of Shares held by me	I assent to the resolution	I dissent to the
1	Adoption of audited Financial Statements (including consolidated financials) of the Company for the financial year ended 31 <sup>st</sup> March			
2	Re-appointment of Mr. Maninder Singh Juneja, Nominee Director (DIN: 02680016), who is liable to retire by rotation			
3	To appoint and fix the remuneration of Statutory Auditors			
4	To consider and approve the Voluntary Liquidation of the Company			
5	To approve the appointment and remuneration of the Liquidator			
6	Declaration of Solvency			

Place:

Date :

(Signature of the Shareholder/Authorised Signatory/Proxy)

**Note:** Proxy who are attending and voting in this general meeting on behalf of some members are requested. to first write their name before signing it.

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