



To,
The Members of
Fincare Business Services Limited (the “Company”)

NOTICE CONVENING 34th EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that **34th Extra-Ordinary General Meeting (EGM)** of the members of **Fincare Business Services Limited** (the “Company”) is scheduled on **Wednesday, September 25, 2024, at 12:00 Noon at Ground Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bengaluru 560035 KA IN** to, inter alia, consider and transact the following business as under:

SPECIAL BUSINESS:

1. Re-appointment of Ms. Nandini Jashwantlal Parekh (DIN-01158198) as an Independent Director

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 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Reserve Bank of India-Scale Based (RBI-SBR) Regulation for Non-Banking Financial Companies (NBFC) Middle Layer (ML) and the Articles of Association of the Company, and basis the recommendation of the Nomination and Remuneration Committee and Board of Directors **Ms. Nandini Jashwantlal Parekh (DIN-01158198)** who was appointed as an Independent Director for a term of 5 years up to September 26, 2024 and being eligible for re-appointment as provided under Companies Act, 2013, be and is hereby re-appointed as an Independent Director on the Board, not liable to retire by rotation, for a second term of 5 years w.e.f. September 25, 2024.

RESOLVED FURTHER THAT the declaration/disclosures received pursuant to the provisions of Section 164, 149(6) and Section 184(1) of the Companies Act 2013, read with Rule 9(1) of the Companies (Meeting of the Board and its Powers) Rules, 2014 and pursuant to RBI Guidelines as applicable, as placed before the Board, be and are hereby noted and taken on record.

RESOLVED FURTHER THAT any director of the Company, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

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; website: www.fincare.com

CIN: U74900GJ2014PLC132578

2. **Approval for the amendment in the Employees Stock Option Scheme (Plan) 2018-2 FBSL –**

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 62 of the Companies Act, 2013 (the “Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) and all other applicable rules, circulars, notifications, guidelines issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force as amended (collectively referred herein as the “Applicable Laws”), subject to such approvals, consents and permissions as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the nomination and remuneration committee (“NRC”) and the Board of Directors (“Board”), the consent of shareholders is hereby accorded for the amendment in the existing ESOP Scheme (Plan) 2018-2 FBSL in clause 8 under exercise period of and exercise price and clause 11-Treatment of employee options of Employee Options by addition of sub clause 8.2 and point 7 of clause 11 as described in detailed in the Explanatory Statement.

8. **EXERCISE PERIOD AND EXERCISE PRICE**

8.2- *The Company (upon any decision made by the NRC and the Board) may, subject to applicable guidelines, decide to either transfer the Shares to any Employee(s) required to be transferred pursuant to an exercise of the Vested Option(s) by such Employee(s) or pay the difference between Fair Market Value (based on available valuation report as on date of NRC and Board) and Exercise Price to such Employee(s) in cash terms (paid through RTGS/ NEFT) after deducting applicable income tax, if any*

11. **TREATMENT OF EMPLOYEE OPTIONS**

Sl. No.	Event	Vested Options	Unvested Options
7	Liquidation or Winding up of the Company	<i>The NRC may, subject to applicable guidelines, decide to either transfer the Shares to any Employee(s) required to be transferred pursuant to an exercise of the Vested Option(s) by such Employee(s) upto a cut-off date (before any Liquidator is appointed) or pay the difference between Fair Market Value (based on available valuation report as on date of NRC and Board) and Exercise Price to such Employee(s) in cash terms (paid through RTGS/ NEFT) after deducting applicable income tax, if any in case vested ESOPs are not exercised by the Employee(s) upto the cut-off date.</i>	<i>NRC, at its discretion, may permit Vesting of all/part of the pool of Unvested Options.</i>

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RESOLVED FURTHER THAT, it is hereby noted that the proposed changes in the ESOP Scheme are not prejudicial to the interests of the current option holders of the Company.

RESOLVED FURTHER THAT each member of the NRC, the Board, Chief Financial Officer and Company Secretary of the Company be and is hereby severally authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to the resolutions above, in accordance with and subject to the terms of the Act and its Rules, that may be issued by any regulatory/ statutory authority, as applicable.

RESOLVED FURTHER THAT for the purpose of bringing into effect the Scheme along with variation in the Terms of the Scheme and generally for giving effect to these resolutions, each member of the NRC and Board are hereby severally or/and jointly authorized, on behalf of the Company, to do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above.”

**BY ORDER OF THE BOARD
FOR FINCARE BUSINESS SERVICES LIMITED**

**Sd/-
Karishma Chandani
Company Secretary
Membership No. A45657**

Date: September 2, 2024

Place: Bangalore

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- 2. As per the Articles of Association of the Company, the shareholders can communicate their vote/response in respect of the matters listed in this notice in writing within 5 (five) days from the date of this notice by sending response on email on compsecfbsl@fincare.com to the attention of Company Secretary mentioning their assent/dissent on each of the business within 5 days of receipt of the notice.**
- 3. 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.**
- 4. 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.**
- 5. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization vide Board Resolution under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.**
- 6. 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.**
- 7. All the documents including Notice and Explanatory Statement are open for inspection between 10.00 a.m. to 5.00 p.m. on all working days except Saturdays, Sundays and public holidays at the Corporate Office of the Company till the date of this General meeting.**
- 8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. August 30, 2024 shall be entitled to attend and vote at the EGM.**

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9. 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.
10. The route map showing the venue of the Extra-Ordinary General (EGM) Meeting is attached as per the requirement of SS-2.
11. 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 August 30, 2024.
12. Members may note that the Notice of EGM is uploaded on the Company's website on 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. 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 compsecfbsl@fincare.com
14. 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.
15. Members are requested to quote their DP ID & Client ID or Folio No. for all correspondences with the Company/RTA.
16. 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.

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17. 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 compsecfbsl@fincare.com

18. 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: compsecfbsl@fincare.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. Akshay G & 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.fincare.com

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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. 1

In accordance with Sections 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

Ms. Nandini Jashwantlal Parekh fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013. In terms of Section 149 read with Schedule IV of Companies Act, 2013 including any amendment thereto or any modification thereof, and RBI Guidelines considering the skills, experience, knowledge he possesses and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Nandini Parekh for a first term of consecutive 5 (five) years upto September 26, 2024, not liable to retire by rotation, to the Members for approval.

In respect of the appointment of Ms. Nandini Jashwantlal Parekh, a notice in writing in the prescribed manner as required under Section 160 of the Companies Act, 2013 and the Rules made thereunder has been received by the Company.

The aforesaid Director has given his consent for the said appointment and also submitted the declaration of independence as required pursuant to Section 149 (7) of the Companies Act, 2013 that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and applicable RBI Guidelines is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

She will be eligible for payment of sitting fees as approved by the Board from time to time.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have her association with the Company as an Independent Director of the Company. She will be eligible for payment of sitting fees as approved by the Board from time to time.

Brief Profile:

Ms. Nandini Jashwantlal Parekh is an Independent Legal Professional with over 20 years of experience in secretarial and legal compliance domain. She is a Company Secretary (CS) and a graduate in Bachelor of Commerce (B.Com).

She is an expert Corporate Laws such as Companies Act, 2013, Foreign Exchange Management Act, 1999 and Securities and Exchange Board of India Regulations. She has wide-ranging experience with respect to compliances advisory under various enactments, compliances process and handling 'Due Diligence' under corporate laws.

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She serves as a Director at AGRU Plastic Technology Private Limited, and Growth Capital Trustee Company Private Limited.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, except Ms. Nandini Jashwantlal Parekh are concerned or deemed to be interested in the special resolution set out at Item No. 1 of the Notice.

The Board thereby recommends passing of the resolutions as set out under Item No. 1 of the Notice for approval of the members as special resolutions.

ITEM NO. 2

Members are requested to note that it is proposed to seek the approval of the Members of the Company in terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for amending the existing ESOP Scheme, "Stock Option Scheme: ESOP 2018-2 FBSL" clause 8 under exercise period of and exercise price and clause 11 Treatment of employee options of Employee Options by addition of sub clause 8.2. and 11 .1 sub clause 7 by addition as mentioned below.

8. EXERCISE PERIOD AND EXERCISE PRICE

8.2- The Company (upon any decision made by the NRC and the Board) may, subject to applicable guidelines, decide to either transfer the Shares to any Employee(s) required to be transferred pursuant to an exercise of the Vested Option(s) by such Employee(s) or pay the difference between Fair Market Value (based on available valuation report as on date of NRC and Board) and Exercise Price to such Employee(s) in cash terms (paid through RTGS/ NEFT) after deducting applicable income tax, if any.

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11. TREATMENT OF EMPLOYEE OPTIONS

Sl. No.	Event	Vested Options	Unvested Options
7	Liquidation or Winding up of the Company	<i>The NRC may, subject to applicable guidelines, decide to either transfer the Shares to any Employee(s) required to be transferred pursuant to an exercise of the Vested Option(s) by such Employee(s) upto a cut-off date (before any Liquidator is appointed) or pay the difference between Fair Market Value (based on available valuation report as on date of NRC and Board) and Exercise Price to such Employee(s) in cash terms (paid through RTGS/ NEFT) after deducting applicable income tax, if any in case vested ESOPs are not exercised by the Employee(s) upto the cut-off date.</i>	<i>NRC, at its discretion, may permit Vesting of all/part of the pool of Unvested Options.</i>

The members be informed that the Nomination and Remuneration Committee and Board of Directors at their meeting held on August 28, 2024 and September 2, 2024 respectively had approved the proposed amendment in the scheme and recommends the Resolution set out at Item No.2 of this EGM Notice to the Members for their consideration and approval, by way of Special Resolution.

Upon receipt of RBI's NOC dated 12th June 2024 for filing an application with National Company Law Tribunal ('NCLT') for the Company's Voluntary Liquidation ('VL'), the Company plans to undertake VL and appoint a Liquidator subject to approval of the same by the Board and the Shareholders in a General Meeting. Accordingly, keeping in view to safeguard the interest of ESOP holders, the Company is proposing to give the benefit accrued to ESOP holders on their vested options which are not exercised till the date of this General Meeting, by way of paying the difference between Fair Market Value (based on available valuation report as on date of NRC and Board meetings) and Exercise Price to such ESOP holder(s) in cash terms (paid through RTGS/ NEFT) after deducting applicable income tax, if any.

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The proposed amendment is not prejudicial to the interest of the ESOP holders and does not reduce or curtail the benefits accrued to them /rights of ESOP holders under the ESOP Scheme (Plan) 2018-2 FBSL.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, or options / equity shares that may be granted / offered to them under the ESOP Scheme, if any

**BY ORDER OF THE BOARD
FOR FINCARE BUSINESS SERVICES LIMITED**

**Sd/-
Karishma Chandani
Company Secretary
Membership No. A45657**

**Date: September 2, 2024
Place: Bangalore**

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ATTENDANCE SLIP

34th EXTRA-ORDINARY GENERAL MEETING OF MEMBERS HELD ON WEDNESDAY, SEPTEMBER 25, 2024, AT 12:00 NOON. AT GROUND FLOOR, BREN MERCURY, KAIKONDANAHALLI, SARJAPUR MAIN ROAD, BENGALURU 560035 KA IN.

Regd. Folio No	
DP ID	
Client ID/Ben. A/C	
No. of shares held	

I certify that I am 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, September 25, 2024 at 12:00 Noon at Ground Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bengaluru 560035 KA IN.

Member's/Proxy's name in Block Letters	
Member's/Proxy's Signature Note:	

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We**..... being a member/members of Fincare Business Services Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Wednesday, September 25, 2024 at 12:00 Noon at Ground Floor, Bren Mercury, Kaikondanahalli, Sarjapur Main Road, Bengaluru 560035 KA India and at any adjournment thereof) 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:.....,

**** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:**

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Sl. No	Resolution	For	Against
Special Business			
1.	Re-appointment of Ms. Nandini Jashwantlal Parekh (DIN-01158198) as an Independent Director		
2.	Approval for the amendment in the Employees Stock Option Scheme (Plan) 2018-2 FBSL		

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 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.

Signed this Day, 2024

Signature of shareholder

Affix Revenue Stamp

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 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 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 undated 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 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.

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

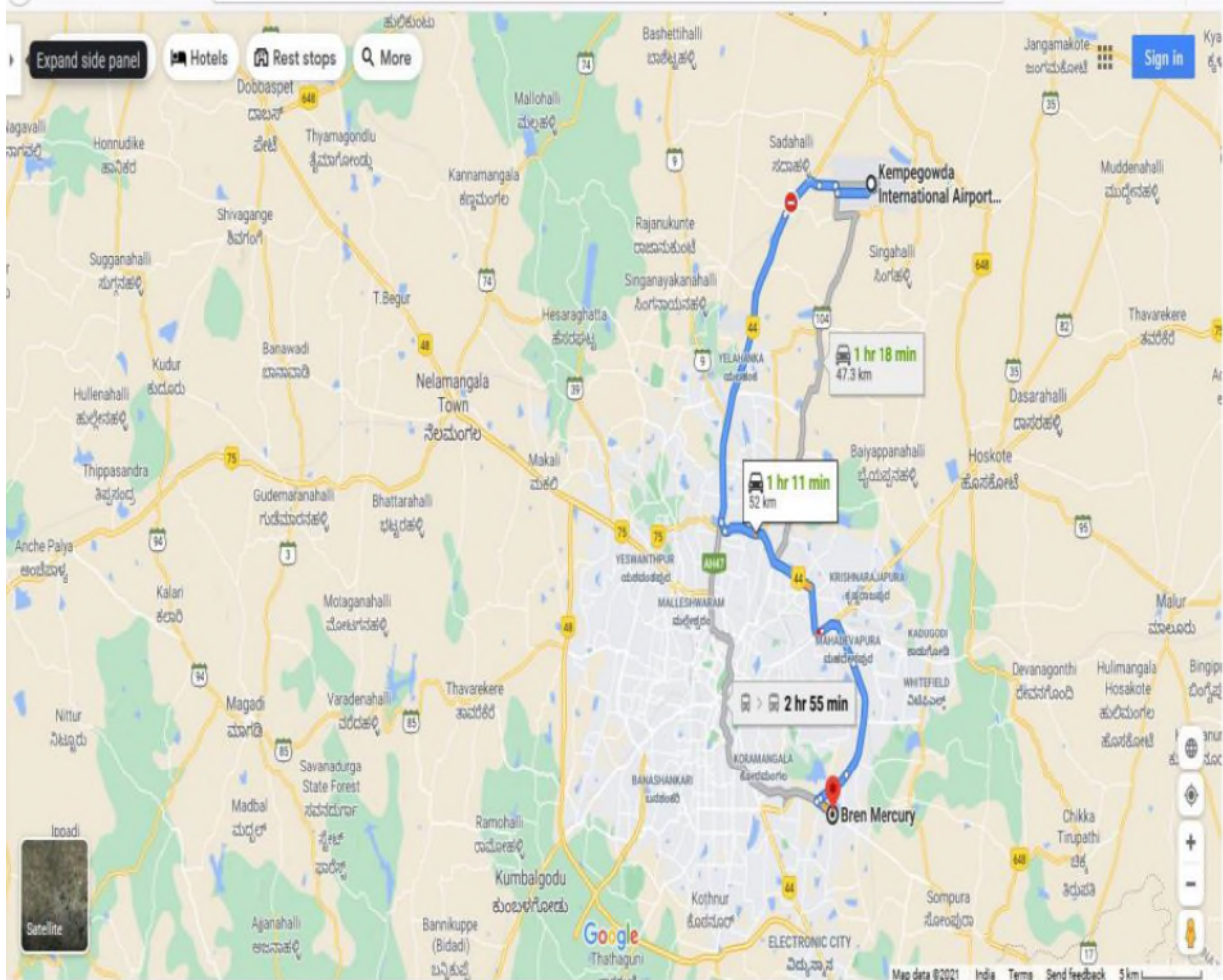
Registered Office: 301 & 302, Abhijeet - V Opp. Mayor Bungalow, Law Garden Road, Mithakhali, Ahmedabad, Gujarat, India, 380006

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

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

CIN: U74900GJ2014PLC132578

ROUTE MAP FROM KEMPEGOWDA INTERNATIONAL AIRPORT TO VENUE OF THE MEETING



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