



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

NOTICE CONVENING 31ST EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that **31st Extra-Ordinary General Meeting (EGM)** of the members of **Fincare Business Services Limited** (the “Company”) is scheduled on **Thursday, May 23, 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:

To sell / transfer / dispose of the shares held by the Company in AU Small Finance Bank Limited, either in full or in part:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the memorandum of association and the articles of association of the Company, the consent of the Members be and is hereby accorded to the board of directors of the Company (hereinafter referred as the “**Board**” which term shall be deemed to include the Divestment Committee or any committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) to sell / transfer / dispose of the shares held by the Company in AU Small Finance Bank Limited, together with all rights, title and interests, in any manner as the Board may deem fit in the interest of the Company, to any interested buyer on such terms and conditions as may be deemed fit by the Board and on such price as may be prevailing on the stock exchanges.

RESOLVED FURTHER THAT Mr. Gunnamreddy Dasarathreddy, Managing Director, Mr. Gautam Gupta, Chief Financial officer, Ms. Karishma Chandani, Company Secretary and any of the Directors of the Company be and are hereby authorized and empowered to finalise and execute necessary documents with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to the above resolution, as they may in their absolute discretion deem fit;

RESOLVED FURTHER THAT Mr. Gunnamreddy Dasarathreddy, Managing Director, Mr. Gautam Gupta, Chief Financial officer, Ms. Karishma Chandani, Company Secretary and any of the Directors of the Company be and are hereby severally authorised to do all such acts, deed and things and to sign manually or digitally all such forms, documents, papers, as may be required to be filed or submitted to give effect to the above 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,
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CIN: U74900GJ2014PLC132578



RESOLVED FURTHER THAT a separate committee named “Divestment Committee” comprising of following members be constituted to look into all the matters w.r.t. sell / transfer / dispose of the shares held by the Company in AU Small Finance Bank Limited, either in full or in part and execute all documents in this regard.

Mr. Gunnamreddy Dasarathreddy

Mr. Ritesh Kantilal Mandot

Mr. Maninder Singh Juneja

RESOLVED FURTHER THAT Mr. Gunnamreddy Dasarathreddy, Managing Director, Mr. Gautam Gupta, Chief Financial officer, Ms. Karishma Chandani, Company Secretary and any director of the Company be and is hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.”

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

Date: April 30, 2024

Place: Bangalore

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

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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. April 26, 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 April 26, 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.
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.

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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

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 items of the accompanying Notice.

ITEM NO. 1

The Company has received 5,97,82,387 equity shares (8.05%) of AU Small Finance Bank Limited (“AU SFB”) pursuant to the merger of Fincare Small Finance Bank Limited with and into AU Small Finance Bank Limited.

In order to generate required funds to repay existing Debt liabilities, it is proposed to sell a portion of Company’s holdings in the shares of AU SFB. The outstanding debt amount (excluding interest due) is as below:

- a) Rs. 465,00,00,000/- (Rupees Four Hundred and Sixty-Five Crores) from Tata Capital Housing Finance Limited (TCHFL) and
- b) Rs. 280,00,00,000/- (Rupees Two Hundred and Eighty Crores) from Aditya Birla Finance Limited (ABFL).

Such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for the approval of the shareholders.

Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

The Board therefore recommends the Special Resolution set forth in Item No.1 of the accompanying Notice, for the approval of the Members of the Company.

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, Key Managerial Personnel or their respective relatives are in any way concerned or interested financially or otherwise in the Resolution mentioned at Item No 1 of the Notice

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

Date: April 30, 2024

Place: Bangalore

Sd/-
Karishma Chandani
Company Secretary
Membership No. A45657

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ATTENDANCE SLIP

31st EXTRA-ORDINARY GENERAL MEETING OF MEMBERS HELD ON THURSDAY, MAY 23, 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	
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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 Thursday, May 23, 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:	
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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 Thursday, May 23, 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
1.	Special Business: To sell / transfer / dispose of the shares held by the Company in AU Small Finance Bank Limited, either in full or in part		

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.

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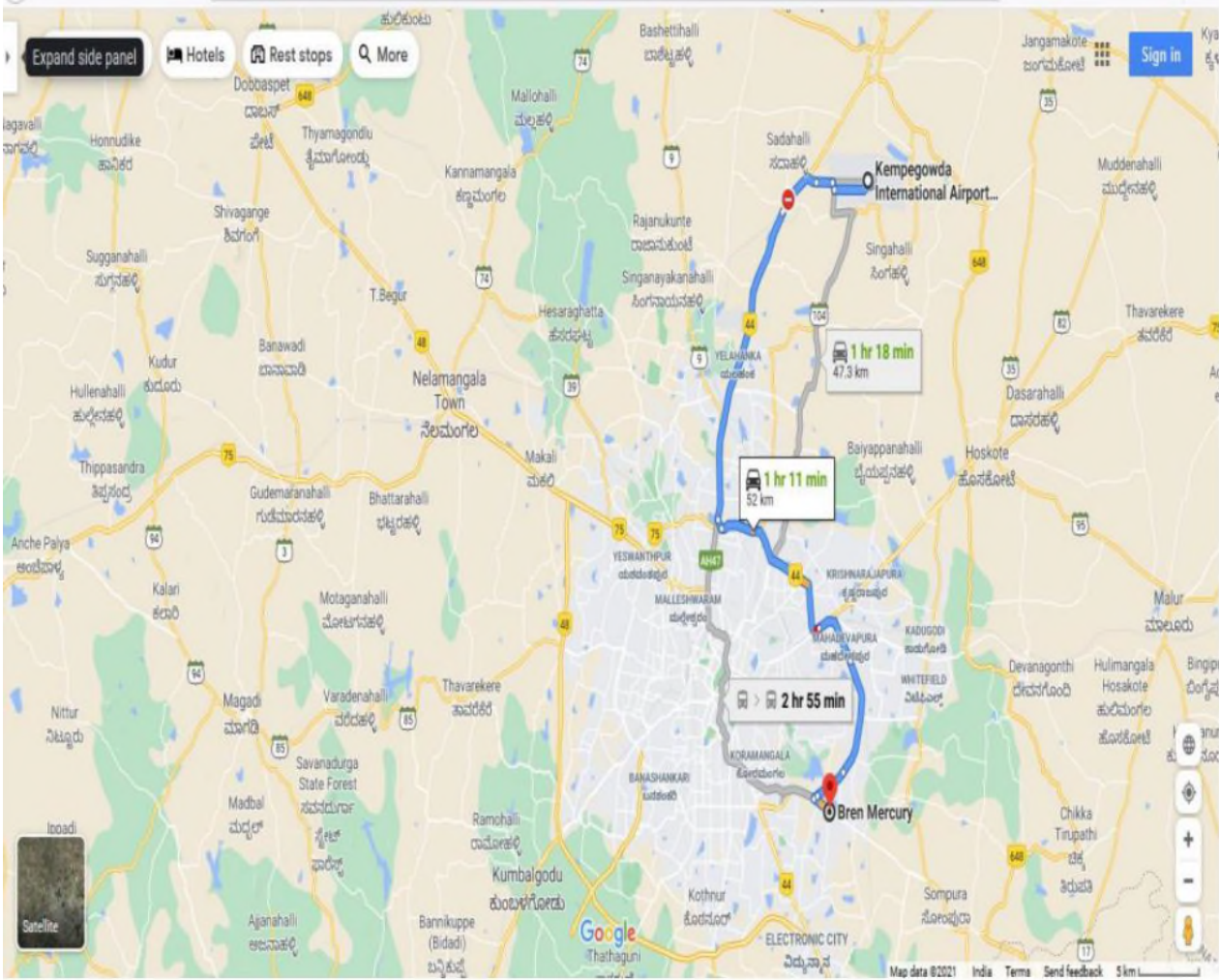
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ROUTE MAP FROM KEMPEGOWDA INTERNATIONAL AIRPORT TO VENUE OF THE MEETING



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