



Secretarial Department

December 26, 2024

Ref. FEDFINA/ CS/ 207/ 2024-25

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| The Manager Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 SYMBOL FEDFINA | The Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Floor 25, Dalal Street, Mumbai - 400 001 Scrip code: 544027 BSE NCD Company Code: 12337 ISIN: INE007N08023, INE007N07041, INE007N08015, INE007N07058 and INE007N07033 |
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Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Postal Ballot through remote e- voting.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice ('Notice') together with the Explanatory Statement thereto, seeking approval of the Members of Fedbank Financial Services Limited ("the Company"), on the following items as set out in the said Notice:

| Sr. no | Agenda of the Notice | Type of Resolution |
|--------|--|---------------------|
| 1. | Appointment of Mr. Parvez Mulla (DIN: 08026994) as M.D. & CEO (KMP) of the Company for a period of three years effective from November 11, 2024 | Ordinary Resolution |
| 2. | Appointment of Mrs. Mona Bhide (DIN: 05203026) as an Independent Director of the Company for a period of five years effective from November 29, 2024 | Special Resolution |
| 3. | Appointment of Mr. Krishnan Venkat Subramanian (widely known as "Mr. K.V.S. Manian") (DIN: 00031794) as a Non-executive Nominee Director of the Company effective from November 30, 2024 | Ordinary Resolution |

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India, this Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and



Secretarial Department

Share Transfer Agent of the Company i.e. Link Intime India Private Limited, and the Depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the Cut-off date i.e. Monday, December 23, 2024.

The Company has engaged the services of NDSL to provide remote e-voting facility to its Members. The remote e-voting period shall commence on Saturday, December 28, 2024 at 9:00 a.m. (IST) and shall end on Monday, January 27, 2025 at 5:00 p.m. (IST).

The Notice is also being made available on the website of the Company at www.fedfina.com and on the website of NDSL at www.evoting.nsdl.com.

The above is submitted for your kind information and appropriate dissemination.

Thanking you,

Yours Faithfully
For Fedbank Financial Services Limited

Rajaraman Sundaresan
Company Secretary & Compliance Officer
Membership No.: F3514

Encl: As above



NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

To
The Members of the Fedbank Financial Services Limited,

This Postal Ballot notice (the “**Notice**” or the “**Postal Ballot Notice**”) is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“**the Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“**the Management Rules**”), General Circular No. 09/2024 dated September 19, 2024 read with General Circular No.09/2023 dated September 25, 2023 read with General Circular no. 11/2022 dated December 28, 2022 read with General Circular No. 2/2022 dated May 5, 2022 read with Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and read with General Circular No. 02/2021 dated 13.01.2021 (hereinafter collectively referred to as “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated October 07, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted the holding of General Meetings through VC or OAVM without the physical presence of Members at a common venue.

In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”), Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (**as on the Cut-off Date**), through postal ballot (“**the Postal Ballot**”) only by way of remote e-voting (“**e-voting**”):

| S. no. | Particulars |
|--------|---|
| 1. | Appointment of Mr. Parvez Mulla (DIN: 08026994) as the Director and Managing Director & CEO (KMP) of the Company and payment of remuneration. |
| 2. | Appointment of Mrs. Mona Bhide (DIN: 05203026) as an Independent Director of the Company for a period of five years effective from November 29, 2024 |
| 3. | Appointment of Mr. Krishnan Venkat Subramanian (widely known as “Mr. K.V.S. Manian”) (DIN: 00031794) as a Non-executive Nominee Director of the Company effective from November 30, 2024 |

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof forms part of this Postal Ballot Notice

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**the LODR Regulations**”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting



i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

The Board has appointed Mr. Dinesh Kumar Deora, (CoP No. 4119), Practicing Company Secretary or failing him Mr. Tribhuwneshwar Kaushik, (CoP No. 16207), partners of DM & Associates, Company Secretaries LLP as the scrutinizer (**the ‘Scrutinizer’**) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

| | |
|--------------------------------------|--|
| Commencement of e-voting period | 9.00 a.m. IST on Saturday, December 28, 2024 |
| Conclusion of e-voting period | 5.00 p.m. IST on Monday, January 27, 2025 |
| Cut-off date for eligibility to vote | Monday, December 23, 2024 |

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Monday, January 27, 2025 and will not be allowed to vote thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“**the Chairman**”) or any other person authorized by the Chairman and the result will be announced within two working days from the conclusion of the e-voting period. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. January 27, 2025 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

**By Order of the Board of Directors
For Fedbank Financial Services Limited**

S/d

**Rajaraman Sundaresan
Company Secretary & Compliance Officer
Membership no. F3514**

**Place: Mumbai
Date: December 16, 2024**



RESOLUTIONS FOR POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)

SPECIAL BUSINESSES

Item no. 1 - Appointment of Mr. Parvez Mulla (DIN: 08026994) as the Director and Managing Director & CEO (KMP) of the Company and payment of remuneration.

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 & 203 and other applicable provisions, if any, of Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force) and in terms of the provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended from time to time, upon recommendation of the Nomination and Remuneration Committee (hereinafter referred to as “NRC”) and approval of the Board of Directors, approval of the Members of the Company be and is hereby accorded to appoint Mr. Parvez Mulla (**DIN: 08026994**) as the Director and Managing Director & CEO (KMP) of the Company for a period of three (3) years effective from November 11, 2024 till November 10, 2027 (both days inclusive) and on a remuneration as detailed in the explanatory statement which forms part of this notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall include Nomination & Remuneration Committee which the Board of Directors of the Company may have constituted and delegate with the powers necessary for the purpose) of the Company, be and are hereby authorised to fix the actual amount of remuneration and perquisites, payable or to be provided to Mr. Parvez Mulla and vary or increase the same from time to time, within the limits approved by the Members, to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT Mr. Parvez Mulla be subject to retirement by rotation during his tenure as the Managing Director & CEO (KMP) of the Company.”

Item no. 2 - Appointment of Mrs. Mona Bhide (DIN: 05203026) as an Independent Director of the Company for a period of five years effective from November 29, 2024

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and Regulations 17(1C), 25(2A) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015 (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), and in terms of the provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended from time to time, provisions of the Articles of Association of the Company, upon recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors, Mrs. Mona Bhide (**DIN: 05203026**) who was appointed as an Additional Director (in the capacity of an Independent Director) effective from November 29, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulations 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, approval of the Members of the Company be and is hereby accorded to appoint Mrs. Mona Bhide as an Independent Director of the Company for a period of 5 (five) years effective from November 29, 2024 till November 28, 2029 (both days inclusive) and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board (which shall include the NRC) be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required with power to settle all questions, difficulties or doubts that may arise in regard to the above resolution as it may in its absolute discretion, deem necessary or desirable to give effect to this resolution.”

Item no. 3 – Appointment of Mr. Krishnan Venkat Subramanian (widely known as “Mr. K.V.S. Manian”) (DIN: 00031794) as a Non-executive Nominee Director of the Company effective from November 30, 2024

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and regulation 17(1C) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval of the Members be and is hereby accorded to appoint Mr. Krishnan Venkat Subramanian (widely known as “Mr. K.V.S. Manian”) (**DIN: 00031794**) as a Non-executive Nominee Director of the Company effective from November 30, 2024 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board (which shall include the NRC) be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required with power to settle all questions, difficulties or doubts that may arise in regard to the above resolution as it may in its absolute discretion, deem necessary or desirable to give effect to this resolution.”

**By Order of the Board of Directors
For Fedbank Financial Services Limited**

S/d

**Place: Mumbai
Date: December 16, 2024**

**Rajaraman Sundaresan
Company Secretary & Compliance Officer
Membership no. F3514**



ANNEXURE TO NOTICE

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

Item no. 1

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company in their meeting held on October 22, 2024 had recommended the appointment of Mr. Parvez Mulla (**DIN: 08026994**) to the Shareholders of the Company as Director, who holds office until the date of the next annual general meeting in terms of Section 161 of the Companies Act, 2013, and designated him as the Managing Director & CEO (KMP) of the Company for a period of three (3) years effective from November 11, 2024 till November 10, 2027 (both days inclusive) on a remuneration as detailed below:

The remuneration payable to Mr. Parvez Mulla for the Financial year 2024-25 is INR 3.67 crores (Rupees Three crores Sixty Seven lakhs) per annum and the total cash compensation shall not exceed INR 4.50 crores (Rupees Four crores Fifty lakhs) for the Financial year 2024- 25. The details are as follows:

- A. Salary and perquisites: Consolidated fixed pay of INR 3.67 crores per annum inclusive of all statutory payments and perquisites subject to Income Tax deductions for the financial year 2024-25.
- B. Performance linked bonus: Performance linked bonus as may be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee (NRC) in accordance with the Compensation Policy of the Company.
- C. Increment: Annual increment in Salary shall be recommended by the NRC and approved by the Board of Directors for each financial year, as the NRC / Board may think appropriate in line with the Compensation Policy of the Company.
- D. Other benefits: Mr. Parvez will also be eligible for other benefits including gratuity, leave, encashment of leaves and/or similar benefits or payment as per the policy of the Company and the Stock options. Aforesaid shall not be included in the computation of limits for the remuneration or perquisites to the extent exempted under Schedule V of the Companies Act 2013. The Stock options are being granted by the NRC in accordance with The Fedbank Financial Services Limited- Employees Stock Option Scheme, 2024 as approved by the shareholders.
- E. The terms and conditions for appointment and payment of remuneration may be altered and varied by the Nomination and Remuneration Committee / Board, if necessary and to the extent permitted under applicable law.

Pursuant to the applicable provisions of Companies Act, 2013, the Remuneration payable by the Company to Mr. Parvez is well within the limits prescribed under Section 197 of The Companies Act, 2013.



Mr. Parvez is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has received all statutory disclosures / declarations from Mr. Parvez, including:

- i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (**“the Appointment Rules”**),
- ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii) Declaration and confirmation as prescribed by RBI
- iv) Fit and Proper declaration and undertaking as prescribed by RBI
- v) Affirmations on compliance of code of conduct provisions as specified in Schedule IV to the Companies Act, 2013

The NRC has determined that Mr. Parvez is a fit and proper person to be appointed as a Director of the Company, as per the norms prescribed by the Reserve Bank of India (the “RBI”). During his tenure, Mr. Parvez shall be liable to retire by rotation, in terms of the provisions of the Section 152(6) of the Companies Act, 2013 (the “Act”).

The Company has received a Notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Parvez Mulla for the office of M.D. & CEO (KMP) of the Company, to be appointed as such under the provisions of Section 196 of the Act.

Copy of the Letter of appointment of Mr. Parvez setting out the terms and conditions of his appointment is available for inspection by the members at the registered office of the Company.

Pursuant to the recommendation of the NRC, the Board of Directors in their meeting held on October 22, 2024, considered and recommended the appointment of Mr. Parvez Mulla as a Director and Managing Director & CEO (KMP) of the Company and the terms and conditions relating to the said appointment, including remuneration by way of salary, allowances and perquisites payable to Mr. Parvez as the Managing Director & CEO of the Company, more particularly set out in item no.1 of this notice, subject to the approval of the Members of the Company.

In the opinion of the Board, Mr. Parvez is a person of integrity and fulfils the conditions prescribed under the applicable laws, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Parvez’s background and experience are aligned to the roles and capabilities identified by the NRC and that he is eligible for appointment as the M.D. & CEO (KMP) of the Company.



The Board was satisfied that the appointment is justified due to the following reasons:

Qualification:

1. B.E. (Mechanical) from the College of Engineering, Pune
2. PGDBM from IIM, Bangalore

Experience:

i) Mr. Parvez Mulla comes with 28 years of deep experience across lending, retail banking, and insurance domains. He has held several leadership roles throughout his career including COO at HDFC Life, MD at True North, Chief Executive - Retail at L&T Finance and General Manager at ICICI Bank. He has been a fintech advisor with Blume Ventures and has served on the boards of HDFC Pension, and North East Small Finance Bank. He is a transformational leader who has built and led large, high-performing teams across sales, distribution, underwriting, collections, operations and technology. His leadership and experience will strengthen the Company team through its next phase of growth

ii) Mr. Parvez is a Business leader who has managed P & L across retail banking, insurance and lending with an experience spanning across business, sales, operations, technology, service and collection

Past Directorships:

- i. Independent Director – North East Small Finance Bank (April 2024 to November 5, 2024).
- ii. Board Member – HDFC Pension (September 25, 2018- March 4, 2022)
- iii. Board Member - Ironwood Education Limited (September 24, 2024- October 15, 2024)

Currently, Mr. Parvez is not holding directorship in any of the Companies.

As on date, Mr. Parvez does not hold any equity shares of the Company. Mr. Parvez is not related to any other Directors or Key Managerial Personnel of the Company

The profile and specific areas of expertise and other relevant information as required under the Regulation 36(3) of the LODR Regulations and SS-2 are provided in additional information section of this Notice.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Parvez under Section 190 of the Act.

In compliance with the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of Company and regulation 17(1C) and other applicable provisions of the LODR Regulations (including any statutory modification or re-enactment(s) thereof for the time being in force), approval of the members is sought for the appointment of Mr. Parvez Mulla as a Director



and Managing Director & CEO (KMP) of the Company.

The Board recommends the ordinary resolution as set out in Item no. 1 of this notice for the approval of the Members of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Parvez Mulla, are in any way financially or otherwise concerned or interested in passing the proposed ordinary resolution, as set out in Item No. 1 of this Notice

Item no. 2

Pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Act read with the Rules framed thereunder, and applicable provisions of the LODR Regulations (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company in their meeting held on November 29, 2024 has appointed Mrs. Mona Bhide (**DIN: 05203026**) as an Additional Director (in the capacity of an Independent Director) for a term of five (5) years effective from November 29, 2024 till November 28, 2029 (both days inclusive) who is not liable to retire by rotation, subject to the approval of the shareholders through a special resolution.

Mrs. Mona Bhide is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and she has not been debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations,
- (iv) Declaration and confirmation as prescribed by RBI
- (v) Fit and Proper declaration and undertaking as prescribed by RBI
- (vi) Affirmations on compliance of code of conduct provisions as specified in Schedule IV to the Companies Act, 2013
- (vii) Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mrs. Mona Bhide for the office of Director.



The Nomination and Remuneration Committee (“**NRC**”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mrs. Mona.

Copy of draft letter of appointment of Mrs. Mona setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

In the opinion of the Board, Mrs. Mona is a person of integrity and fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that Mrs. Mona’s background and experience are aligned to the roles and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment is justified due to the following reasons:

Qualification:

Mrs. Mona is B. Com., LL.B., from University of Mumbai and LL.M. from Northwestern University, School of Law, Chicago USA

Experience:

Mrs. Mona has been in legal practice since the year 1989. Her practice at Dave & Girish & Co. Advocates revolves around corporate law, securities and banking transactions, capital markets, structured finance, securitisation, swaps, derivatives, mergers and acquisitions and restructuring. Ms. Bhide is also advisor to various MNCs, banks and financial institutions. Ms. Bhide herself appears before the High Court, NCLT, SEBI Appellate Tribunal and represents Securities Exchange Board of India.

Mrs. Mona practices international finance, corporate law, banking, structured finance, securitization, swaps, project finance, derivatives, mergers and acquisitions, and restructuring, loan documentation, mortgage creations, title investigations and property law. Ms. Bhide is also advisor to various banks and financial institutions.

Mrs. Mona

(A) worked with an international law firm in **Chicago, USA** called Sedgwick, Deetert Moran and Arnold and

(B) Research at the **American Bar Foundation, at Chicago, USA** on the following topics:

- (i) SEC Regulations.
- (ii) Conflicts of interest; and
- (iii) Globalization of the legal profession.



Directorships

- Vinati Organics Limited
- Datamatics Global Services Limited
- PCS Technology Limited
- Inspira Enterprise India Limited
- Benchmark Computer Solutions Limited
- Ex Director National Stock Exchange of India Limited
- Ex- director GIC Housing Finance Limited

The resolution seeks the approval of the Members for the appointment of Mrs. Mona Bhide as an Independent Director of the Company for a period of five (5) years effective from November 29, 2024 till November 28, 2029 (both days inclusive) pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17(1C), 25 (2A) and other applicable regulations of the LODR Regulations.

The profile and specific areas of expertise and other relevant information as required under the Regulation 36(3) of the LODR Regulations and SS-2 are provided in additional information section of this Notice.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of the Members of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mrs. Mona Bhide, are in any way financially or otherwise concerned or interested in passing the proposed special resolution, as set out in Item No. 2 of this Notice

Item no. 3

Pursuant to the provisions of section 152 and other applicable provisions of the Act read with the Rules framed thereunder and regulation 17(1C) of the LODR Regulations and the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on November 29, 2024 has approved the appointment of Mr. Krishnan Venkat Subramanian (widely known as "Mr. K.V.S. Manian") (**DIN: 00031794**) as a Non-executive Nominee Director of the Company effective from November 30, 2024 and that he shall not be liable to retire by rotation. This appointment was made pursuant to the letter dated October 15, 2024 received from The Federal Bank Limited proposing the candidature of Mr. K.V.S. Manian as a Nominee Director on the Board of the Company effective from November 30, 2024.



Mr. K.V.S. Manian is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration and confirmation as prescribed by RBI
- (iv) Fit and Proper declaration and undertaking as prescribed by RBI
- (v) Affirmations on compliance of code of conduct provisions as specified in Schedule IV to the Companies Act, 2013

That the tenure of Mr. K.V.S. Manian shall be in accordance with the regulation 17 (1D) of SEBI LODR i.e. his continuation as Nominee Director shall be subject to the approval of shareholders once in every 5 years.

The Board was satisfied that the appointment is justified due to the following reasons

Qualification:

Mr. K.V.S. Manian holds a Bachelor of Technology in Electrical Engineering from IIT – Varanasi (1982), a Masters in Management Studies in Finance from the Jamnalal Bajaj Institute of Management Studies, Mumbai University (1984) and is a Fellow of the Institute of Cost and Management Accountants.

Experience:

Mr. KVS Manian is a distinguished banker with an extensive career spanning 39 years. He commenced his professional journey in 1984, gaining substantial experience in corporate finance and accounts functions. In 1995, he transitioned to financial services with Kotak Mahindra Group, where he held various pivotal roles across Investment Banking, Branch Banking, Consumer Banking, Commercial Banking, Corporate and Institutional Banking, Private Banking, Retail and Institutional Brokerage, Asset Reconstruction and Treasury and Markets.

Mr. K.V.S. Manian played a crucial role in transforming Kotak from an NBFC to a bank, significantly contributing to the establishment of valuable and profitable franchises at scale. His exemplary leadership and people management skills have earned him a reputation as an inspiring and motivating leader. During his tenure at Kotak, he was elevated to the role of Joint Managing Director.



On September 23, 2024, Mr. K.V.S. Manian assumed the role of Managing Director and CEO of the Federal Bank Ltd.

Directorships held:

- Kotak Mahindra Bank Ltd.
- Kotak Mahindra Capital Company Ltd.
- Kotak Mahindra Investment Ltd.
- Kotak Securities Ltd.
- Kotak Infrastructure Debt Fund Ltd.
- The Federal Bank Ltd.

Currently, Mr. K.V.S. Manian is not holding Directorship in any of the above companies except in The Federal Bank Ltd. since September 23, 2024.

The resolution seeks the approval of the Members for the appointment of Mr. K.V.S Manian as a Non-executive Nominee Director of the Company effective from November 30, 2024 pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the Regulation 36 (3) of the LODR Regulations and SS-2 are provided in additional information section of this Notice. In compliance with the Regulation 17 (1C) of the SEBI LODR Regulations, the approval of the members is sought for the appointment of Mr. K.V.S Manian as a Nominee Director of the Company.

The Board recommends the ordinary resolution as set out in Item no. 3 of this notice for the approval of the Members of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. K.V.S. Manian, are in any way financially or otherwise concerned or interested in passing the proposed ordinary resolution, as set out in Item No. 3 of this Notice

**By Order of the Board of Directors
For Fedbank Financial Services Limited**

S/d

**Rajaraman Sundaresan
Company Secretary & Compliance Officer
Membership no. F3514**

**Place: Mumbai
Date: December 16, 2024**



Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standards on General Meetings (SS-2) as under:

I.

| Sr. No. | Particulars | Details | Details |
|---------|--|---|---|
| 1. | Name of the Director | Mr. Parvez Mulla | Mrs. Mona Bhide |
| 2. | Date of Birth & Age | 1 st August 1970, 54 years | 17 th April 1963, 61 years |
| 3. | DIN | 08026994 | 05203026 |
| 4. | A brief resume, Qualification (s), Experience and Nature of his expertise in specific functional areas | <p>Mr. Parvez Mulla comes with 28 years of deep experience across lending, retail banking, and insurance domains. He has held several leadership roles throughout his career including COO at HDFC Life, MD at True North, Chief Executive - Retail at L&T Finance and General Manager at ICICI Bank. He has been a fintech advisor with Blume Ventures and has served on the boards of HDFC Pension, and North East Small Finance Bank. An alumnus of IIM Bangalore, he is a transformational leader who has built and led large, high-performing teams across sales, distribution, underwriting, collections, operations and technology. His leadership and experience will strengthen the Company team through its next phase of growth.</p> <p>Mr. Parvez is a Business leader who has managed P & L across retail banking, insurance and lending with an experience spanning across business, sales, operations, technology, service and collection.</p> | <p>Mrs. Mona Bhide has been in legal practice since the year 1989. Her practice at Dave & Girish & Co. Advocates revolves around corporate law, securities and banking transactions, capital markets, structured finance, securitisation, swaps, derivatives, mergers and acquisitions and restructuring. Ms. Bhide is also advisor to various MNCs, banks and financial institutions. Ms. Bhide herself appears before the High Court, NCLT, SEBI Appellate Tribunal and represents Securities Exchange Board of India.</p> <p>Mrs. Mona practices international finance, corporate law, banking, structured finance, securitization, swaps, project finance, derivatives, mergers and acquisitions, and restructuring, loan documentation, mortgage creations, title investigations and property law. Ms. Bhide is also advisor to various banks and financial institutions.</p> <p>Mrs. Mona (A) worked with an international law firm in Chicago, USA called Sedgwick, Deetert Moran and Arnold and</p> |

| | | | |
|----|---|--|---|
| | | | <p>(B) Research at the American Bar Foundation, at Chicago, USA on the following topics:</p> <p>(i) SEC Regulations. (ii) Conflicts of interest; and (iii) Globalization of the legal profession.</p> |
| 5. | The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | As detailed in the resolution in Item no.1 of this Notice read with the explanatory statement thereto. | As detailed in the resolution in Item no.2 of this Notice read with the explanatory statement thereto. |
| 6. | Date of first appointment to the Board | 11-11-2024 | 29-11-2024 |
| 7. | Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company | None | None |
| 8. | Terms and conditions of appointment along with details of remuneration sought to be paid | Appointed as a Managing Director & CEO liable to retire by rotation as detailed in the resolution set out in Item no.1 of this Notice read with the explanatory statement thereto. | <p>As per the resolution in Item no.2 of this Notice read with the explanatory statement thereto.</p> <p>Mrs. Mona Bhide shall be paid sitting fees for attending meetings of the Board and Committees thereof as may be decided by the Board of Directors.</p> |
| 9. | Remuneration last drawn (in FY 2023-24) | Not applicable | Not applicable |

| | | | | |
|-----|--|--|--|---|
| 10. | The number of meetings of the Board attended during the financial year 2024-2025 | 1 out of 1 Board meeting held in the financial year (from the date of appointment till the date of this postal ballot) | No meetings have been held since her appointment till the date of this postal ballot | |
| 11. | Shareholding in the Company including beneficial ownership | Nil | Nil | |
| 12. | Membership and Chairmanship in the Committees of the Board of the Company | Member of the following Committees: IT Strategy Committee, Risk Management Committee, Corporate Social Responsibility (CSR) Committee, Stakeholders' relationship Committee, Asset Liability Management Committee (ALCO) Committee of Directors (Operations), and Business Development Committee | Nil | |
| 13. | Other Directorships, Membership/ Chairmanship of Committees of other Boards | None | Names of other Companies holding Directorships | Committee Chairpersonship & Membership* |
| | | | Vinati Organics Limited | Chairperson of Risk Management Committee and Member of Audit Committee and Nomination and Remuneration Committee |

| | | | Names of other Companies holding Directorships | Committee Chairpersonship & Membership* |
|--|--|--|---|---|
| | | | Datamatics Global Services Limited | Chairperson of Corporate Social Responsibility Committee and Member in Audit Committee and Nomination and remuneration Committee |
| | | | PCS Technology Limited | Member in Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee |
| | | | Benchmark Computer Solutions Limited | Chairperson of Risk Management Committee and Member of Stakeholder Relationship Committee, Audit Committee, Nomination and remuneration Committee, Corporate Social Responsibility Committee |
| | | | Inspira Enterprise India Limited | Nil |
| * for this purpose, Committees specified under the Act and the LODR Regulations only are being considered. | | | | |

| | | | |
|-----|--|--|-----|
| 14. | Listed entities from which the Director resigned in the past three years | North East Small Finance Bank, Ironwood Education Limited and HDFC Fund Management Limited | Nil |
|-----|--|--|-----|

II.

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1. | Name of the Director | Mr. KVS Manian |
| 2. | Date of Birth & Age | 05-10-1961, 63 years |
| 3. | DIN | 00031794 |
| 4. | A brief resume, Qualification(s), Experience and Nature of his expertise in specific functional areas, Recognition or awards | <p>Mr. KVS Manian is a distinguished banker with an extensive career spanning 39 years. He commenced his professional journey in 1984, gaining substantial experience in corporate finance and accounts functions. In 1995, he transitioned to financial services with Kotak Mahindra Group, where he held various pivotal roles across Investment Banking, Branch Banking, Consumer Banking, Commercial Banking, Corporate and Institutional Banking, Private Banking, Retail and Institutional Brokerage, Asset Reconstruction and Treasury and Markets.</p> <p>Mr. Manian played a crucial role in transforming Kotak from an NBFC to a bank, significantly contributing to the establishment of valuable and profitable franchises at scale. His exemplary leadership and people management skills have earned him a reputation as an inspiring and motivating leader. During his tenure at Kotak, he was elevated to the role of Joint Managing Director.</p> <p>On September 23, 2024, Mr. K.V.S. Manian assumed the role of Managing Director and CEO of The Federal Bank Ltd.</p> |
| 5. | The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | As detailed in the resolution in Item no.3 of this Notice read with the explanatory statement thereto. |
| 6. | Date of first appointment to the Board | 30-11-2024 |

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|-----|--|---|--|
| 7. | Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company | None | |
| 8. | Terms and conditions of appointment along with details of remuneration sought to be paid | Non-Executive Nominee Director, not liable to retire by rotation. He is not entitled for sitting fees, being a Non-Executive Nominee Director. | |
| 9. | Remuneration last drawn (in FY 2023-24) | Not applicable | |
| 10. | The number of meetings of the Board attended during the financial year 2024-2025 | No meetings have been conducted since his appointment upto the date of this postal ballot notice. | |
| 11. | Shareholding in the Company including beneficial ownership | Nil | |
| 12. | Membership and Chairmanship in the Committees of the Board of the Company | Nil | |
| 13. | Other Directorships, Membership/ Chairmanship of Committees of other Boards | Names of other Companies holding Directorships | Committee Chairpersonship & Membership* |
| | | The Federal Bank Limited | Member of Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee |
| | | * for this purpose, Committees specified under the Act and the LODR Regulations only are being considered. | |
| 14. | Listed entities from which the Director resigned in the past three years | Kotak Mahindra Bank Limited | |

**By Order of the Board of Directors
For Fedbank Financial Services Limited**

S/d

**Rajaraman Sundaresan
Company Secretary & Compliance Officer
Membership no. F3514**

**Place: Mumbai
Date: December 16, 2024**



Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / Depository Participant(s), as on Monday, December 23, 2024 ("**the Cut-off Date**"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as December 23, 2024, being the Cut-off Date fixed for the purpose.
4. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., January 27, 2025. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company website www.fedfina.com , on the website of NSDL www.evoting.nsd.com, and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
6. All relevant documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. January 27, 2025. Members may send their requests to secretarial@fedfina.com or to rnt.helpdesk@linkintime.co.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
7. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).



8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
9. Members are requested to:
 - a) Intimate to the Company/ Registrar and Share Transfer Agent, M/s Link Intime India Private Limited (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes /update, if any, in their registered email id, address, other details etc. at an early date;
 - b) Quote ledger folio numbers / DP Identity and Client Identity Numbers in all their correspondences;
 - c) Approach the Company for consolidation of folios, if shareholdings are under multiple folios;
 - d) Members desirous of obtaining any information concerning the resolution are requested to address their questions to the Company at secretarial@fedfina.com to enable the information required to be made available, to the best extent possible.
10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

The instructions for members for remote e-voting are as under:-

The e-voting period begins on Saturday, December 28, 2024 at 9.00 a.m. and ends on Monday, January 27, 2025 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, December 23, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, December 23, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through



their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

| | |
|---|--|
| | <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |



| | |
|---|--|
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> |
|---|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911 |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dmassociatesllp@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders who wish to update their email ids or whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@fedfina.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@fedfina.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.



4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.