



Secretarial Department

September 12, 2024

Ref. FEDFINA/ CS/161/ 2024-25

The Manager Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 NSE symbol : FEDFINA	The Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Floor 25, Dalal Street, Mumbai – 400 001 BSE Scrip code: 544027
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Sub: Corrigendum letter to the Notice of 29th Annual General Meeting for the Financial Year 2023-2024

Dear Madam/ Sir,

This is in furtherance to our earlier letter dated August 27, 2024 and August 29, 2024 together with the Annual Report for the Financial year 2023-24 and the Notice of the 29th Annual General Meeting ("AGM"), we hereby inform you that post the above filings, certain inadvertent error/omission were noticed in the Notice of Annual General Meeting, which have now been rectified.

In this regard, we wish to inform you that following changes have been made in the Notice of 29th Annual General Meeting for Financial Year 2023-24:

1) In respect of the Explanatory Statement for the item No.3, in respect to the appointment of Statutory Auditors and to fix their remuneration (at page No. 11 of Annual General Meeting Notice) following additional details pursuant to Regulation 36 (5) of SEBI (LODR) Regulations, 2015 hereby added after the paragraph starts with "Consent and certificate u/s 139 of the Act have been....." on the page No. 11 of Annual General Meeting Notice –

"Information pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors: The fees proposed to M/s. KKC and Associates, LLP, Chartered Accountants, Mumbai is being fixed by the Board based on the recommendation of the Audit Committee and the proposed remuneration will be Rs.75 Lakhs (Rupees Seventy-Five Lakhs only) per annum, excluding applicable Taxes and out of pocket expenses for Limited Review and Statutory Audit.

Further, the remuneration for the subsequent year(s) of their term shall be fixed by the Board based on the recommendation of the Audit Committee and as mutually agreed by the Auditors.



Secretarial Department

Terms of appointment M/s. KKC & Associates, LLP Chartered Accountants is proposed to be appointed as Statutory Auditors for one term of three years i.e., from the conclusion of 29th AGM till the conclusion of 32nd AGM.

Material change in fee payable: The Company does not consider any material change in the proposed remuneration to be paid new auditor as compared to outgoing auditor. Outgoing Statutory Auditors were paid Rs.104 Lakhs with respect to statutory audit and limited review fees during the Financial Year 2023-24 whereas, the proposed remuneration to be paid to M/s. KKC & Associates, LLP Chartered Accountants for the FY25 will be Rs.75 Lakhs (Rupees Seventy-Five Lakhs only), excluding applicable Taxes and Out of pocket expenses for Limited Review and Statutory Audit. The change in the fee payable to M/s. KKC & Associates, LLP Chartered Accountants is due to reason that the Company had followed a competitive evaluation process, which encouraged multiple audit firms to propose their fees and M/s. KKC & Associates, LLP Chartered Accountants has demonstrated the ability to perform high-quality audits more efficiently and provided the most cost-effective proposal without compromising on audit quality, leveraging their experience and technological capabilities.

Basis of recommendation and auditor credentials: The Audit Committee and the Board of Directors based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 and RBI Guidelines, recommends the appointment /s. KKC & Associates, LLP Chartered Accountants as statutory auditors of the Company.”

2) In respect of the Explanatory Statement for point no. (n) for the item No.6 with respect to approval and adoption of The Fedbank Financial Services Limited- Employees Stock Option Scheme, 2024 (at page No. 15 of Annual General Meeting Notice) the revised point (n) shall be read as follow –

“n. Maximum number of options to be offered and issued per employee and in aggregate, if any; -

The aggregate number of options that shall be granted under the Fedbank Financial Services Limited- Employees Stock Option Scheme 2024 shall not be 3% (three percent) of the paid-up equity share capital of the Company which shall be 1,11,52,813 of the total paid up equity shares.

In case, if any grant of Option to Employee/s, during any one year, equal to or exceeding one per cent of the issued paid-up equity share capital of the Company (i.e. 1,11,528 options), then the prior approval of the shareholders of the Company shall be obtained”

The above correction is made immediately today in the Weblink. In view of the above, we are enclosing the revised Annual Report of the Company for the FY 2023- 24 and it is also made available on the website of the Company.



Secretarial Department

The above is submitted for your kind information and appropriate dissemination

Yours faithfully,

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

Encl – As above

FEDBANK FINANCIAL SERVICES LIMITED

CIN: L65910MH1995PLC364635

REGISTERED & CORPORATE OFFICE: Unit No.1101, 11th Floor, Cignus, Plot No. 71A, Powai, Paspoli, Mumbai- 400087, Maharashtra.

PHONE: 022-68520601 Email: secretarial@fedfina.com **WEBSITE:** <https://www.fedfina.com/>

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty Ninth Annual General Meeting (AGM) of the members of Fedbank Financial Services Limited (the "Company") will be held on **Thursday, 19th September, 2024 at 12.00 noon** through Video conferencing or Other Audio Visual Means to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon
2. To appoint a Director in place of Mr. Anil Kothuri (DIN: 00177945), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any and Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' dated 27th April, 2021, as amended and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), from time to time and in terms of their confirmation with regard to their eligibility to be appointed as Statutory Auditors pursuant to Section 141 of the Companies Act, 2013 and applicable rules and on recommendation of the Audit Committee and approval of the Board, Members of the Company be and hereby appoint M/s. KKC & Associates, LLP, Chartered Accountants (Firm Registration No. 105146W / W100621), Mumbai to hold office for a period of three (3) years from the conclusion of the 29th Annual General Meeting till the conclusion of 32nd Annual General Meeting on such terms and conditions, including remuneration, as may be approved by the Board or Audit Committee of the Board of the Company."

SPECIAL BUSINESSES:

4. To approve the Offer and Issue of Non-Convertible Debentures not exceeding ₹ 2500 crores

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 Section 42 and 71 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Rules made thereunder (as amended or re-enacted from time to time) and other applicable laws and within the overall borrowing limits of the Company and provisions of Articles of Association of the Company and approval of the members be and is hereby accorded to the Board of Directors of the Company hereinafter referred to "the Board" which term shall deem to include Committee of Directors (Operations) to offer, issue, create and/or invitation(s) to eligible persons to subscribe for all the kinds and types of Non-Convertible Debentures ("NCDs") including but not limited to secured or unsecured, redeemable, listed or unlisted, cumulative or non-cumulative, fixed rate or market linked and/or hybrid instruments(not in nature of equity shares) including but not limited to non-convertible debentures/bonds qualifying as subordinated Tier II debts, Perpetual debt instruments which may or may not be classified as being additional Tier I or Tier II capital under the provisions of the RBI Master direction- Non Banking Financial Company- Systemically important Non-Deposit taking Company (Reserve Bank), Directions 2016(as amended from time to time) on a private placement basis, in one or more tranches and/or series, not exceeding ₹ 2500 Crores (Rupees Two Thousand Five Hundred Crores Only) during a period of one year from the date of approval of the shareholders in their general meeting to banks, financial institutions, non-banking financial companies, corporates, Foreign Institutional Investors (FIIs), Qualified Foreign Investors (QFIs), Foreign Portfolio Investors (FPIs), Insurance Companies and any other investor authorised to invest in the securities on such terms and conditions including coupon, premium/ discount, tenor etc., as the Board may from time to time

NOTICE TO THE SHAREHOLDERS (Contd.)

determine and consider proper and most beneficial to the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid the powers of the Board be and are hereby delegated to the Committee of Directors(Operations) to make allotment and to do all such acts, deeds, matters and things as may be necessary in this regard.

RESOLVED FURTHER THAT any two of the officials namely Mr. Anil Kothuri, MD & CEO, Mr. Chattapuram Venkatraman Ganesh, CFO, Mr. Sudeep Agrawal, Head Finance & Treasury, Mr. Rajaraman Sundaresan, Company Secretary, Mr. Sujit Keshkamat, DVP-Treasury be and are hereby jointly authorised to determine, amend, ratify the terms of issue(s) and to sign, execute any deeds, documents, undertakings as may be required in this regard and to do all acts, deeds matters and things necessary and for all matters connected therewith."

5 To approve the increase in limits of Selling, Assignment, Securitisation or Receivables / Book debts of the Company upto ₹ 10,000 crs

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

"RESOLVED THAT pursuant to section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any read with Rules made thereunder and Articles of Association and other applicable laws, approval of the Members be and is hereby accorded to the Board of Directors of the Company hereinafter referred to "the Board" which term shall deem to include Committee of Directors (Operations) to sell / assign / securitise substantial assets of present and /or future receivables / book debts of the Company akin-to-Direct Assignment transactions of both Priority-sector and non-Priority-sector loans of the company upto an outstanding Principal value of ₹ 10,000 crs at any point of time to banks / financial institutions, other investing agencies, Asset Reconstruction Companies and trustees for the holders of Debentures /Bonds and other instruments in such form and manner as the Board may deem fit from time to time for the said purpose.

RESOLVED FURTHER THAT Mr. Anil Kothuri, M.D.& CEO, Mr. C.V. Ganesh, CFO, Mr. Sudeep Kumar Agrawal, Head-Finance & Treasury and Mr. Sujit Keshkamat be and are hereby severally authorized to enter to negotiations and determine, finalise, ratify, amend the terms and conditions with the Banks, Financial Institutions, other investing agencies, Asset Reconstruction Companies

and trustees to sign/execute letters, applications, documents including power of attorney's in favour of official of the Company and agreements as deem necessary in this connection and to settle any doubts, questions or difficulties that may arise in this regard and to do all acts, deeds or things as may be necessary to give effect to the foregoing.

RESOLVED FURTHER THAT Common seal of the company, if required be affixed in the relevant documents and to be signed / countersigned in accordance with the Articles of Association of the Company."

6. To approve adoption of The Fedbank Financial Services Limited- Employees Stock Option Scheme, 2024

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

"RESOLVED THAT pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules thereunder, including any statutory modification(s) or re-enactment(s) of the Act, applicable regulations of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof) (hereinafter referred to as "SEBI Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), any rules, regulations and guidelines issued by the Reserve Bank of India, including any amendments(s), statutory modifications(s) or re-enactment(s) thereof, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, the provisions of any regulations / guidelines prescribed by the Reserve Bank of India ("RBI"), the Memorandum and Articles of Association of the Bank for the time being in force, and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to adopt and implement 'The Fedbank Financial Services Limited- Employees Stock Option Scheme 2024' ("ESOS 2024"), the salient features of which are detailed in the Explanatory Statement to this Notice, and authorise the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination & Remuneration Committee to exercise its powers, including the powers, conferred

NOTICE TO THE SHAREHOLDERS (Contd.)

by this resolution), to offer, grant and issue from time to time, in one or more tranches, up to 3% of the paid-up equity share capital of the Company as on the date of notice i.e 1,11,52,813 (One crore eleven lakhs fifty two thousand eight hundred and thirteen only) stock options convertible into 1,11,52,813 equity shares of face value of ₹ 10 /- (Rupees Ten only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Company including any Director, whether whole-time or otherwise (other than the employee who is Promoter or person belong to the Promoter Group, Independent Directors of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and conditions as the Board (including Nomination & Remuneration Committee) may decide under the ESOS 2024 in accordance with the SEBI Regulations and other applicable laws in force.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, change in capital structure and others, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under law including issue of additional stock options of the Company to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the stock options issued to them. Further the above ceiling in terms of number of equity shares / stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the option grantees under the ESOS 2024 shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupees Ten only) per equity share shall

bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares / options specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the ESOS 2024 on the Stock Exchanges where the equity shares of the Bank are listed in due compliance with SEBI Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary including authorisation or issuance of directions to appoint merchant bankers, advisors, solicitors, consultants or representatives, being incidental to the effective implementation and administration of the ESOS 2024 and make applications to the appropriate authorities for their requisite approvals and settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the ESOS 2024, subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members of the Company and execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to the ESOS 2024 and to do all other things incidental to and ancillary thereof."

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

Sd/-

Rajaraman Sundaresan

Company Secretary

Membership No.: F3514

Place: Mumbai

Date: 22nd August , 2024

NOTICE TO THE SHAREHOLDERS (Contd.)

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No.09/2023 read with General Circular no. 11/2022 dated 28th December, 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 8th April, 2020 and Circular No. 17 dated 13th April, 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-PoD-2/P/CIR/2023/167 Dated 07th October, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI 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, the 29th Annual General Meeting (AGM) of the Members of the Company is being held through VC/OAVM, which does not require physical presence of members.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item nos. 4 to 8 set above and the relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed to this Notice.
3. In terms of the provisions of Section 152 of the Act, Mr. Anil Kothuri, MD & CEO retires by rotation at the Meeting and being eligible offers himself for re-appointment. However, Mr. Anil Kothuri has tendered his resignation as MD & CEO of the Company on 09th August, 2024 and the Board of Directors of the Company at their meeting held on 09th August, 2024 had considered, noted and accepted his resignation. Further, as per the HR policy of the Company the effective date of resignation of Mr. Anil Kothuri, MD&CEO after serving his entire notice period of 3 months from the date of his resignation shall be 08th November, 2024. His re-appointment shall be subject to his tenure ending on 08th November, 2024.
4. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting as per point 1 of the General Guidelines of Shareholders mentioned in this notice.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. The Company has fixed Friday, 13th September, 2024 as the '**Cut-off Date**' to record the entitlement of the shareholders to cast their voting through remote e-voting / e-voting during the AGM.
7. The Register of Members of the Company will remain closed from Saturday, 14th September, 2024, to Thursday, 19th September, 2024 (both days inclusive) for the purpose of AGM.
8. Any person who is not a member on the cut-off date should treat this notice for information purposes only.
9. The recorded transcript of the AGM will be hosted on the website of the Bank.
10. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

NOTICE TO THE SHAREHOLDERS (Contd.)

11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
13. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar & Share Transfer Agent of the Company.
14. 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.
15. 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 dematerialised 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 at least 10 days before the date of the Meeting, to enable the information required to be made available, to the best extent possible.
16. The Company has appointed Mr. Dinesh Kumar Deora, (CoP No. 4119), Practicing Company Secretary or failing him Mr. Tribhawneshwar Kaushik, (CoP No. 16207), partners of DM & Associates Company Secretaries LLP as the scrutiniser (the 'Scrutiniser') for scrutinizing the remote e-voting process as well as e-voting at the AGM in a fair and transparent manner.
17. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
18. Since the AGM is being held through VC/ OAVM facility, the route map is not annexed in this notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE

19. In compliance with the MCA and SEBI Circulars, the Notice of the AGM and the Annual Report for the Financial Year 2024 are being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that Notice of the AGM and the Annual Report for the Financial Year 2024 will also be available on the Company's website at www.fedfina.com, websites of the Stock Exchanges, i.e., BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and <https://www.nseindia.com> respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>
20. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company. The statutory registers which should be kept open for inspection of members under the Companies Act, 2013 are available for such inspection by the Members of the Annual General Meeting (AGM).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 16th September, 2024 at 9.00 a.m. and ends on Wednesday, 18th September, 2024 at 5.00 p.m. The remote 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 book closure date (cut-off date) i.e. Friday, 13th September, 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 Friday, 13th September, 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 09th December, 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.

NOTICE TO THE SHAREHOLDERS (Contd.)

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.nsdl.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.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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.

NOTICE TO THE SHAREHOLDERS (Contd.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 and joining virtual meeting 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***

NOTICE TO THE SHAREHOLDERS (Contd.)

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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.nsd.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser 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 /

NOTICE TO THE SHAREHOLDERS (Contd.)

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 - 4886 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 and joining virtual meeting 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 09th December, 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.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

NOTICE TO THE SHAREHOLDERS (Contd.)

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@fedfina.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries at least seven days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile no at secretarial@fedfina.com. These queries shall be replied by the Company suitably by email. Those shareholders who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of the time for the AGM.

DECLARATION OF VOTING RESULTS

- a) The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting and make, not later than two working days of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing who shall countersign the same.
- b) The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutiniser's Report, declare the Results of the voting. The Results declared, along with the Scrutiniser's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
- c) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., Thursday, 19th September, 2024.

OTHER INFORMATION

- d) The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their Members in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices,

annual reports, etc. will be available on the Company's website at www.fedfina.com. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

- e) All correspondence relating to shares and dividend should be addressed to the Company's Registrars and Transfer Agents, viz: Link Intime India Private Limited., C-101, 247 Park, L.B.S. Marg, Vikhroli (West) , Mumbai-400 083, Telephone No: +91 22 4918 6000, Fax: +91 22 4918 6060, e-mail: mumbai@linkintime.co.in

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), set out all material facts relating to the business proposed to be transacted under Item Nos. 3 to 8 of the accompanying Notice dated 22nd August, 2024

Item No. 3:

The Explanatory Statement is being given in respect of item No. 3 of the Notice as a matter of good governance. The present Statutory Auditors of the Company, M/s. BSR & Co., LLP, Chartered Accountants, Mumbai are retiring at the conclusion of the 29th Annual General Meeting (AGM) after completion of their term for three years.

As mandated by the RBI guidelines, the initial term of the Statutory Auditors shall be for a period of three (3) years and cannot be continued after the expiry of the 3 years. Hence M/s. BSR & Co., LLP, Statutory Auditors of the Company are retiring after the conclusion of the 29th AGM.

Based on the recommendation of the Audit Committee of the Board in its meeting held on 16th July, 2024, the Board of Directors of the Company in their meeting held on 16th July, 2024 have recommended the appointment of M/s KKC & Associates, LLP, Chartered Accountants (Firm Registration No. No. 105146W / W100621), Mumbai for a period of 3 years as the Statutory Auditors of the Company after the conclusion of 29th AGM till the conclusion of 32nd AGM subject to the approval of the shareholders of the Company.

As per the requirement of the Companies Act, 2013, M/s KKC & Associates, LLP, Chartered Accountants have confirmed that their appointment if made would be within the limits specified under Section 141(3) (g) of the Act and they are not disqualified to be appointed as statutory auditor/s in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

NOTICE TO THE SHAREHOLDERS (Contd.)

In terms of the RBI guidelines, the Company need not seek prior approval of RBI for appointment of the Statutory Auditors.

Accordingly, approval of the members is requested for appointment of M/s KKC & Associates, LLP, Chartered Accountants for a period of three (3) years as the Statutory Auditors of the Company from the conclusion of 29th AGM till the conclusion of 32nd AGM and on such terms and conditions, including remuneration, as may be approved by the Board or Audit Committee of the Board of the Company. The Board or Audit Committee of the Board will negotiate and finalise the remuneration of the Statutory Auditors depending on their roles and responsibilities / scope of work. The remuneration paid to the Statutory Auditors will be disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Company on an annual basis.

M/s. KKC & Associates, LLP Chartered Accountants (Formerly known as Khimji Kunverji & Co., LLP) established in the year 1936. It has presence in 4 cities in the country with the team size of 300. The core team has experience in Banking & Financial Services, Manufacturing & Services, Taxation (Direct & Indirect) and Information Technology. The firm has 17 full time partners consisting of distinguished Chartered Accountants. The Firm has been in existence for 85 years with dedicated, focused, specialised and well-structured team.

Consent and certificate u/s 139 of the Act have been obtained from the new Statutory Auditors of the Company to the effect that their appointment if made, shall be in accordance with the applicable provisions of the Act and rules issued thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. KKC & Associates, LLP Chartered Accountants (Firm Registration No. 105146W / W100621), Mumbai have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Information pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors: The fees proposed to M/s. KKC and Associates, LLP, Chartered Accountants, Mumbai is being fixed by the Board based on the recommendation of the Audit Committee and the proposed remuneration will be Rs.75 Lakhs (Rupees Seventy-Five Lakhs only) per annum, excluding applicable Taxes and out of pocket expenses for Limited Review and Statutory Audit.

Further, the remuneration for the subsequent year(s) of their term shall be fixed by the Board based on the recommendation of the Audit Committee and as mutually agreed by the Auditors.

Terms of appointment M/s. KKC & Associates, LLP Chartered Accountants is proposed to be appointed as Statutory Auditors for one term of three years i.e., from the conclusion of 29th AGM till the conclusion of 32nd AGM.

Material change in fee payable: The Company does not consider any material change in the proposed remuneration to be paid new auditor as compared to outgoing auditor. Outgoing Statutory Auditors were paid Rs.104 Lakhs with respect to statutory audit and limited review fees during the Financial Year 2023-24 whereas, the proposed remuneration to be paid to M/s. KKC & Associates, LLP Chartered Accountants for the FY25 will be Rs.75 Lakhs (Rupees Seventy-Five Lakhs only), excluding applicable Taxes and Out of pocket expenses for Limited Review and Statutory Audit. The change in the fee payable to M/s. KKC & Associates, LLP Chartered Accountants is due to reason that the Company had followed a competitive evaluation process, which encouraged multiple audit firms to propose their fees and M/s. KKC & Associates, LLP Chartered Accountants has demonstrated the ability to perform high-quality audits more efficiently and provided the most cost-effective proposal without compromising on audit quality, leveraging their experience and technological capabilities.

Basis of recommendation and auditor credentials: The Audit Committee and the Board of Directors based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 and RBI Guidelines, recommends the appointment /s. KKC & Associates, LLP Chartered Accountants as statutory auditors of the Company."

The Audit Committee and the Board of Directors recommended the resolution in relation to appointment of Statutory Auditors of the Company as set out in item No. 3 for approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of the Resolution at Item No.3 of the accompanying Notice.

Item No 4:

In terms of Section 71 of the Companies Act, 2013("the Act") which deals with the issue of Debentures read with Section 42 of the Companies Act, 2013, which deals with the offer or invitation for subscription of Debt Securities of the Company on private placement basis read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, where a Company can make private placement of its Debt Securities only after receipt of prior approval of its Members by way of a Special Resolution. Third proviso of Rule 14(1) of The Companies (Prospectus and Allotment of Securities) Rules, 2014 further provides that in case

NOTICE TO THE SHAREHOLDERS (Contd.)

of an offer or invitation to subscribe for non-convertible debentures on private placement basis, it is sufficient if the Company obtains previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

The Company had obtained the approval of members at the previous annual general meeting held on 27th September, 2023 for issuance of non-convertible debentures not exceeding ₹ 2500 crores in one or more tranches on private placement basis which will be expired at the conclusion of the 29th AGM.

In order to facilitate the raising of funds by way of issuance of Non-Convertible Debentures, it would be necessary to have the fresh approval of members in place. Accordingly, the Board of Directors in their meeting dated 22nd August, 2024 after assessing its fund requirements, has proposed to offer, issue, create and/or invitation(s) to eligible persons to subscribe for all the kinds and types of Non-Convertible Debentures ("NCDs") including but not limited to secured or unsecured, redeemable, listed or unlisted, cumulative or non-cumulative, fixed rate or market linked and/or hybrid instruments(not in nature of equity shares) including but not limited to non-convertible debentures/bonds qualifying as subordinated Tier II debts, Perpetual debt instruments which may or may not be classified as being additional Tier I or Tier II capital under the provisions of the RBI Master Directions- NBFC, in one or more tranches and/or series, not exceeding ₹ 2500 Crores (Rupees Two Thousand Five Hundred Crores Only) on a private placement basis to banks, financial institutions, non-banking financial companies, corporates, Foreign Institutional Investors (FIIs), Qualified Foreign Investors (QFIs), Foreign Portfolio Investors (FPIs), Insurance Companies and any other investor authorised to invest in the securities. This resolution enables the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Annual General Meeting.

The Board recommends the Special Resolution set out at item no.4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no.4 of the Notice.

Item No 5:

The Board of Directors in their meeting held on 22nd August, 2024 have approved increase in limits of Selling, Assignment, Securitisation of present and/ or future receivables / book debts of the Company to banks / financial institutions, other investing agencies, Asset Reconstruction Companies and trustees for the holders of Debentures /Bonds and other

instruments of both Priority-sector and non-Priority-sector loans of the company upto an outstanding Principal value of ₹ 10,000 crores at any point of time.

The sell/ assignment/ securitisation of the present and /or future receivables /book debts of the Company may result into disposal of undertaking as defined in the explanation to Section 180(1)(a) of the Companies Act, 2013("the Act"). As per the provisions of Section 180(1)(a) of the Act, the Board of Directors of the Company shall not sell, assign or securitise the receivables/ book debts of the Company without the consent of the Members of the Company, accorded at the General Meeting by means of a Special Resolution.

Accordingly, the approval of the Members is being sought by way of a Special Resolution, authorising the Board of Directors to sell / assign / securitise substantial assets of present and /or future receivables / book debts of the Company upto an outstanding Principal value of ₹ 10,000 crores at any point in time to banks / financial institutions, other investing agencies, Asset Reconstruction Companies and trustees for the holders of Debentures /Bonds and other instruments in such form and manner as the Board may deem fit from time to time.

The Board recommends the Special resolution as set out at Item No. 5 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item no. 6

The **Fedbank Financial Services Limited – Employees Stock Option Plan, 2018 ("ESOP, 2018")** was formulated with effect from 13th November, 2018 and shall continue to be in force until it is terminated by the Nomination and Remuneration Committee (NRC) in accordance with the applicable laws.

The Company became listed on 30th November, 2023 and considering the fact that the Employee Stock Options are an effective tool to reward the talents working with your Company which provides an opportunity for employees to get a share in the value of the Company and to create long-term wealth in the hands of the employees. With a view to drive long term performance, retain talent and attract new talent, your Company intends to implement a new scheme titled – **"Fedbank Financial Services Limited- Employees Stock Option Scheme, 2024" (ESOS 2024)**

The objective of the ESOS 2024 is to reward Employees (as defined below) for their performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this ESOS 2024

NOTICE TO THE SHAREHOLDERS (Contd.)

to attract and retain talent in the organisation. The Company views employee stock options as instruments that would enable the Employees to share the value, they create for the Company in the years to come.

Based on the recommendation of the Nomination and Remuneration Committee ("Committee"), the Board of Directors of the Company at their meetings held on 24th April, 2024 and 25th April, 2024 respectively had approved the Scheme, subject to the approval of members, for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Company and its Group Company(ies) including its Subsidiary Company(ies) / Associate Company(ies) (Present and Future, if any) including any Director, whether whole-time or otherwise (other than the employee who is Promoter or person belong to the Promoter Group, Independent Directors of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), under the Scheme in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI Regulations") and other applicable laws.

Based on the recommendation of the Committee and the Board of Directors of the Company at their meetings held on 22nd August, 2024 the overall ceiling for grant of stock options is revised from 5 % to 3% and other terms and conditions of the ESOS 2024 approved earlier remain unchanged which is subject to the approval of members.

In terms of Regulation 6 of SEBI Regulations and Section 62 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members by way of Special Resolution is required.

Accordingly, the resolution contained at Item No.6 set out in the Notice is being placed for approval of the shareholders of the Company.

Disclosure/main features of the Scheme pursuant to the SEBI Regulations are as under:

a) Brief description of the Scheme:

The Scheme provides for grant of employee stock options ("Options") to the permanent employees who are exclusively working in India or outside India and its Group Company(ies) including its Subsidiary Company(ies) / Associate Company(ies) (Present and Future, if any) including a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding Independent Directors of the Company (collectively referred to as "employees" of the Company) as may be permissible

under the Companies Act and the SEBI Regulations & Listing Regulations.

Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the Company subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee (NRC) shall decide the number and timing of Options to be granted to the Employees, individually and in aggregate, from time to time. Each such Option shall confer a right upon the Employee to apply for 1 (one) Share of the Company, in accordance with the terms and conditions of this ESOS, 2024 and the Grant Letter. Further, the NRC shall have the right to issue different classes of Options, and determine the terms of each such class of Options in accordance with this ESOS, 2024. All questions of interpretation of the Scheme shall be determined by the Committee as per terms of the Scheme and applicable laws

b) Total number of Options to be granted:

A total of **1,11,52,813** (One crore eleven lakhs fifty two thousand eight hundred thirteen only) Options would be available for being granted to the eligible employees of the Company under the Scheme i.e. 3% of the total paid up equity share capital of the Company. Each Option when exercised would be converted into one equity share of face value of ₹ 10/- (Ten) each fully paid-up.

If an Option expires or becomes un-exercisable due to any reason, it shall become available for future Grants, subject to compliance with all Applicable Laws and terms hereof.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, change in capital structure and others, if any additional employee stock options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the stock options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Company are either sub-divided or consolidated, then the number of Equity shares and the price of acquisition payable by the option grantees under the Scheme shall automatically stand

NOTICE TO THE SHAREHOLDERS (Contd.)

augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

c) Identification of classes of employees entitled to participate in the Scheme

Employee means:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding Independent Directors.
- (iii) an employee as defined in sub clause (i) or (ii), of a Group company of the Company including its subsidiary or its Associate Company, in India or outside India, or of its Holding Company, but does not include-
 - (a) an employee who is a Promoter or a person belonging to the Promoter Group; or
 - (b) a Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d) Eligibility of the employees to employee stock options:

The Options shall be granted to the employees as per eligibility criteria determined by the NRC as it deems fit, from time to time. The specific Employees or class of Employees to whom the Options would be granted based on the satisfaction of criteria by such Employee would be determined by the NRC.

e) Requirements of vesting and period of vesting

Options granted under ESOS, 2024 shall vest not earlier than the minimum Vesting period of 1 (one year) and not later than the maximum vesting period of 4 years from the date of Grant and the options shall vest in equal proportion over each year of the vesting period. It is hereby clarified that a minimum vesting period of 1 (one) year shall not apply in case of Death or Permanent Disability.

f) Maximum period (subject to regulation 18(1) of SEBI Regulations) within which the Stock Options shall be vested

The Options granted shall vest in not more than 4 (four) years from the date of grant of such Options subject to conditions, if any, mentioned in the Grant Letter.

g) The exercise price or pricing formula

The Exercise Price for the Options granted under the Scheme as specified in the Grant Letter issued to the Employee which shall be not less than the Fair market value of shares of the Company as on the date of grant.

Market value means the average of the opening and closing price on the recognised stock exchanges on which the shares of the Company are listed on the date immediately prior to the relevant date and which has recorded the highest trading volume as on the trading day

h) The exercise period and the process of exercise

- i) The options that have vested prior to the date of listing may be exercised within 3 (three) years from the date of listing while in employment
- ii) The options that have vested after the date of listing may be exercised within 3 (three) years from the date of vesting of the options while in employment

However, in case of death and permanent incapacity while in employment or service, the exercise period shall be up to a maximum of exercise period of 12 months commencing from the date of death or permanent incapacity, as the case may be.

The exercise conditions for other categories are as mentioned in the Scheme

The Options will be exercised by the employees by a written application to the designated officer of the Company in such manner and on execution of such documents, as may be prescribed in this regard from time to time.

The Option will lapse if not exercised within the specified exercise period.

i) Lock-in period

The shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws specifically in connection with or after listing of Company's shares.

NOTICE TO THE SHAREHOLDERS (Contd.)
j) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The Plan shall be implemented and administered directly by the Company. However, the Company may seek shareholders' approval in case of change of route of implementation is thought expedient in future.

k) The conditions under which Options vested in employees may lapse

The vested Options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

l) The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee

i) In case of resignation / termination without misconduct all vested Options can be exercised by the employee on the last working day or within three (3) months from the last working day of such Employee with the Company.

ii) In case of retirement of an employee, all vested Options as on the date of retirement can be exercised by the Option grantee within 6 (Six) months from the date of such retirement. Options that vest after retirement can be exercised by the Option Grantee immediately on Vesting but in no event later than 6 (Six) months from the date of Vesting of the respective Options.

iii) In case of termination due to misconduct all the Vested Options, which were not exercised at the time of such termination, shall stand cancelled with effect from the date of such termination.

m) The appraisal process for determining the eligibility of employees for the scheme(s);

The Options shall be granted to the employees as per eligibility criteria determined by the NRC as it deems fit, from time to time, which may include attributes like past performance, achievement of key performance indicators, future potential, etc.

n) Maximum number of options to be offered and issued per employee and in aggregate, if any;

The aggregate number of options that shall be granted under the Fedbank Financial Services Limited-Employees Stock Option Scheme 2024 shall not be 3%

(three percent) of the paid-up equity share capital of the Company which shall be 1,11,52,813 of the total paid up equity shares.

In case, if any grant of Option to Employee/s, during any one year, equal to or exceeding one per cent of the issued paid-up equity share capital of the Company (i.e. 1,11,528 options), then the prior approval of the shareholders of the Company shall be obtained

o) Maximum quantum of benefits to be provided per employee under a scheme;

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Scheme

p) Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

The Scheme contemplates new issue of shares by the Company

q) The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilisation, repayment terms, etc;

Not Applicable since the Scheme are proposed to be implemented directly by the Company

r) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

Not Applicable since the Scheme are proposed to be implemented directly by the Company

s) The method which the company shall use to value its options;

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the Options granted as prescribed under Ind-AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time

t) Terms & conditions for buyback, if any, of specified securities covered under these regulations;

Subject to the provisions of the then prevailing applicable laws, the NRC shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

u) Listing

Equity shares allotted pursuant to the exercise of the Scheme, shall be listed on BSE Limited and National Stock Exchange of India Limited.

NOTICE TO THE SHAREHOLDERS (Contd.)

v) Disclosure and Accounting Policies;

The Company shall comply with the disclosure requirements and specifically as per Part G of Schedule I of the SEBI Regulations and the accounting policies prescribed as per the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including "Guidance Note on Accounting for Employee Share-Based Payments" issued by the Institute of Chartered Accountants of India (ICAI) or any modifications or re-enactments thereof.

w) Declaration;

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

Pursuant to the provisions of Sections 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SEBI Regulations, the implementation of the Scheme, the grant of stock options to employees of the Company

and its Group Company(ies) Including its Subsidiary Company(ies) / Associate Company(ies) (Present and Future, if any) require Special Resolution of the Members, which are proposed at Item No. 5 of this Notice.

The Board is of the opinion that the resolution stated in the accompanying Notice is in the best interest of the Company and its Members and hence the Board recommends the Special Resolution set out in item No. 6 of this Notice for approval of shareholders.

A draft of the ESOS, 2024 is available for inspection at the Registered & Corporate office of the Company during the working hours of the Company on any working day (Monday to Friday) up to the date of the AGM either physically or through electronic mode, basis the request being sent on secretarial@fedfina.com.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding, if any, in the Company and number of options which may be granted to them, if any, pursuant to implementation of the Scheme.

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

Sd/-

Rajaraman Sundaresan

Company Secretary

Membership No.: F3514

Place: Mumbai

Date : 22nd August, 2024

ANNEXURE A

Additional information on Directors retiring by rotation who are eligible for reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standards on General Meeting (SS-2):

Sr. No.	Particulars	Details
1.	Name of the Director	Mr. Anil Kothuri
2.	Date of Birth & Age	26.07.1971 and 53 years
3.	DIN	00177945
4.	Qualifications	As mentioned in the Brief Profile in Annexure B.
5.	Experience	As mentioned in the Brief Profile in Annexure B.
6.	Nature of expertise in specific functional areas	He has over 29 years of experience across various asset businesses including mortgage, SME financing, auto loans, housing finance and unsecured lending.
7.	Date of first appointment to the Board	The Board of Directors in its meeting dated 8 th August 2018 has appointed Mr. Anil Kothuri as CEO of the Company with immediate effect and subsequently Board in its meeting dated 10 th December, 2018 appointed him as Managing Director & CEO w.e.f. 11 th December, 2018 till 10 th December, 2023.
8.	Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related with any Director(s) or Manager or Key Managerial Personnel of the Company
9.	Terms and conditions of reappointment along with details of remuneration sought to be paid	He was re-appointed as Managing Director & CEO for a further period of five (5) years with effect from 11 th December, 2023 till December 10, 2028. The remuneration and terms as disclosed in the Notice of 28 th Annual General meeting held on 27 th September 2023. Further, as per terms of his appointment, he is liable to retire by rotation as per the provisions of section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment
10.	Remuneration last drawn	₹ 6,26,80,000/- for the Financial year 2023-24
11.	The number of meetings of the Board attended during the financial year 2023-2024	18 out of 18 Board meetings held in the financial year 2023-24
12.	Shareholding in the Company including beneficial ownership	Mr. Anil Kothuri holds 4063063 equity shares of the Company.
13.	Membership and Chairmanship in the Committees of the Board of the Company	Member of Risk Management Committee, Corporate Social Responsibility Committee, IT Strategy Committee, Stakeholders' Relationship Committee, Capital Raising Committee and Committee of Directors (Operations)
14.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil
15.	Listed entities from which the Director resigned in the past three years	Nil

ANNEXURE B

Brief profile of Directors seeking appointment/re-appointment through Annual General Meeting vide Notice dated 22nd August, 2024

Mr. Anil Kothuri holds a bachelor's degree of technology in computer science and engineering from Andhra University and a post-graduate diploma in management from the Indian Institute of Management, Ahmedabad. He has over 29 years of experience across various asset businesses including mortgage, SME financing, auto loans, housing finance and unsecured lending. Prior to joining our Company, he has served at Edelweiss Housing Finance Limited as President, and at Citibank N.A.

Mr. Anil Kothuri twice bagged 'W.E. Global Employees Choice Award 2024- Best CEO' and 'W.E. Global Employees Choice Award 2022- Best CEO' by W.E. Matter and 'India's Best Leader in times of Crisis 2020-21' by Great Place to Work certified. Under the dynamic and able leadership of Mr. Anil Kothuri, the Company has crossed various milestones and has enhanced the stakeholders' value.

