



Secretarial Department

September 20, 2024

Ref. FEDFINA/ CS/165/ 2024-25

The Manager, Listing Department National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol: FEDFINA	The Manager, The Corporate Relationship Dept. BSE Limited, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 544027
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Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Details of Voting Results of the Annual General Meeting (AGM) of the Company

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed details of voting results inclusive of remote e-voting and e-voting during Annual General Meeting (AGM) of the Company held on Thursday, September 19, 2024 at 12.10 a.m. through Video Conferencing (VC).

We are also enclosing herewith the following:

1. The details of e-voting results of the businesses transacted at the AGM of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, marked as **Annexure – I**.
2. Consolidated Scrutinizer's report on remote e-voting and e- voting during the AGM submitted by the Scrutinizer, Mr. Dinesh Kumar Deora (FCS: 5683), Partner of M/s DM & Associates Company Secretaries LLP, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended) marked as **Annexure – II**.

All the resolution(s) contained in the notice of the Annual General Meeting of the Company were passed with requisite majority.

The e-voting results along with the Scrutinizer's Report dated September 19, 2024 will be made available on the Company's website at www.fedfina.com and on the website of the NSDL within two working days from the conclusion of the meeting.



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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



Annexure-I

Details of Voting Results – Annual General Meeting held on September 19, 2024

1.	Date of the AGM/EGM	September 19, 2024
2.	Total number of shareholders on record date (cut-off date: September 13, 2024)	148712
3.	No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> • Promoters and Promoter Group: • Public: 	Not applicable
4.	No. of Shareholders attended the meeting through Video Conferencing: <ul style="list-style-type: none"> • Promoters and Promoter Group: • Public 	1 41

Resolution (1)								
Resolution required: (Ordinary / Special)						Ordinary		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Description of resolution considered						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.		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	227471046	227471046	100	227471046	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	227471046	227471046	100	227471046	0	100	0
Public-Institutions	E-Voting	86651341	80439640	92.8314	80439640	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	86651341	80439640	92.8314	80439640	0	100	0
Public-Non Institutions	E-Voting	57664316	22043540	3.8227	22021930	2161	99.902	0.098
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	57664316	22043540	3.8227	22021930	2161	99.902	0.098
Total		371786703	310115040	83.4121	310112879	2161	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	



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Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Anil Kothuri (DIN: 00177945), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	227471046	227471046	100	227471046	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	227471046	227471046	100	227471046	0	100	0
Public-Institutions	E-Voting	86651341	80439640	92.8314	80439640	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	86651341	80439640	92.8314	80439640	0	100	0
Public-Non Institutions	E-Voting	57664316	22046290	3.8232	21975550	7074	99.6791	0.3209
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	57664316	22046290	3.8232	21975550	7074	99.6791	0.3209
Total		371786703	310115315	83.4122	310108241	7074	99.9977	0.0023
Whether resolution is Pass or Not.							Yes	



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Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Statutory Auditors and to fix their remuneration.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	227471046	227471046	100	227471046	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	227471046	227471046	100	227471046	0	100	0
Public-Institutions	E-Voting	86651341	80439640	92.8314	80269263	170377	99.7882	0.2118
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	86651341	80439640	92.8314	80269263	170377	99.7882	0.2118
Public-Non Institutions	E-Voting	57664316	22051400	3.8241	22018760	3264	99.852	0.148
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	57664316	22051400	3.8241	22018760	3264	99.852	0.148
Total		371786703	310115826	83.4123	309942185	173641	99.944	0.056
Whether resolution is Pass or Not.							Yes	



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Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the Offer and Issue of Non-Convertible Debentures not exceeding Rs. 2500 crores.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	227471046	227471046	100	227471046	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	227471046	227471046	100	227471046	0	100	0
Public-Institutions	E-Voting	86651341	80439640	92.8314	80439640	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	86651341	80439640	92.8314	80439640	0	100	0
Public-Non Institutions	E-Voting	57664316	2202761	3.82	2199702	3059	99.8611	0.1389
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	57664316	2202761	3.82	2199702	3059	99.8611	0.1389
Total		371786703	31011347	83.4117	310110388	3059	99.999	0.001
Whether resolution is Pass or Not.							Yes	



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Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the increase in limits of Selling, Assignment, Securitisation or Receivables / Book debts of the Company upto Rs. 10,000 crs.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	227471046	227471046	100	227471046	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	227471046	227471046	100	227471046	0	100	0
Public-Institutions	E-Voting	86651341	80439640	92.8314	80439640	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	86651341	80439640	92.8314	80439640	0	100	0
Public-Non Institutions	E-Voting	57664316	2204140	3.8224	2200909	3231	99.8534	0.1466
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	57664316	2204140	3.8224	2200909	3231	99.8534	0.1466
Total		371786703	310114826	83.412	310111595	3231	99.999	0.001
Whether resolution is Pass or Not.							Yes	



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Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve adoption of The Fedbank Financial Services Limited- Employees Stock Option Scheme, 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	227471046	227471046	100	227471046	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	227471046	227471046	100	227471046	0	100	0
Public-Institutions	E-Voting	86651341	80439640	92.8314	79199263	1240377	98.458	1.542
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	86651341	80439640	92.8314	79199263	1240377	98.458	1.542
Public-Non Institutions	E-Voting	57664316	2199840	3.8149	2192793	7047	99.6797	0.3203
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	57664316	2199840	3.8149	2192793	7047	99.6797	0.3203
Total		371786703	310110526	83.4109	308863102	1247424	99.5977	0.4023
Whether resolution is Pass or Not.								Yes

FEDBANK FINANCIAL SERVICES LIMITED

(CIN: L65910MH1995PLC364635)

Registered Office: Unit No. 1101, 11th Floor, Cignus, Plot No. 71A, Powai, Passpoli,
Mumbai - 400087, Maharashtra, India.

CONSOLIDATED SCRUTINISER'S REPORT

ON

THE E-VOTING PROCESS (REMOTE E-VOTING) AND ELECTRONIC VOTING (E-VOTING) CONDUCTED AT THE 29TH ANNUAL GENERAL MEETING OF FEDBANK FINANCIAL SERVICES LIMITED HELD THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") ON THURSDAY, SEPTEMBER 19, 2024.

C.S. C.A. Dinesh Kumar Deora
DM & Associates Company Secretaries LLP
Company Secretaries

[Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]

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(LLPIN NO. AAI-4743)

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Tel No. 022-28443641 Email: dmassociatesllp@gmail.com

Report of the Scrutiniser

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies
(Management and Administration) Rules, 2014 as amended]**

To,

The Chairman

Of the 29th Annual General Meeting of the Members of Fedbank Financial Services Limited on Thursday, September 19, 2024 at 12:10 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Dinesh Kumar Deora, Partner of DM & Associates Company Secretaries LLP, Company Secretaries, having Office at 205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097, appointed by the Board of **FEDBANK FINANCIAL SERVICES LIMITED** ("The Company") as the Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) conducted for the 29th Annual General Meeting ("AGM") held *through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")* on Thursday, September 19, 2024 at 12:10 p.m. (IST) pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules

I submit report as under:

- a) The AGM is held in compliance with the MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively ("MCA Circulars") (hereinafter collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI circulars") regarding holding of the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the AGM along with the Annual Report for the Financial Year 2023-24 has been sent on August 27, 2024 only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories").
- b) The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the AGM) to the Members on the resolutions proposed in the Notice calling the AGM of the Company was the responsibility of

the Management. My responsibility as a scrutiniser was to ensure that the voting process is conducted in a fair and transparent manner and *render a consolidated scrutiniser's report on the voting to the Chairman* on the resolutions.

- c) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by **National Securities Depository Limited ("NSDL")**.
- d) The Members of the Company as on the "cut-off" date i.e. Friday, September 13, 2024 were entitled to vote on the resolution no's 1 to 6 as set out in the notice of AGM.
- e) The remote e-voting period commenced on Monday, September 16, 2024 at 09:00 a.m. (IST) and concluded on Wednesday, September 18, 2024 at 5:00 p.m. (IST) and the NSDL remote e-Voting portal was blocked thereafter.
- f) At the 29th AGM of the Company held on Thursday, September 19, 2024, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
- g) After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Thursday, September 19, 2024 around 02:45 p.m. in the presence of two witnesses who are not in the employment of the Company.
- h) *I hereby submit a consolidated scrutiniser's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the Notice of the aforesaid 29th AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein based on the data downloaded from the electronic voting system by the **National Securities Depository Limited ("NSDL")**.*
- i) The results of the Remote e-Voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION

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

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	504	310112772	100
Electronic voting at the AGM	1	107	0
TOTAL	505	310112879	100

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	17	2161	0
Electronic voting at the AGM	0	0	0
TOTAL	17	2161	0

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. ANIL KOTHURI (DIN: 00177945), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	485	310108134	100
Electronic voting at the AGM	1	107	0
TOTAL	486	310108241	100

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	33	7074	0
Electronic voting at the AGM	0	0	0
TOTAL	33	7074	0

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION

TO APPOINT STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	492	309942078	99.94
Electronic voting at the AGM	1	107	0
TOTAL	493	309942185	99.94

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	27	173641	0.06
Electronic voting at the AGM	0	0	0
TOTAL	27	173641	0.06

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

4. RESOLUTION NO. 4 AS A SPECIAL RESOLUTION

TO APPROVE THE OFFER AND ISSUE OF NON-CONVERTIBLE DEBENTURES NOT EXCEEDING RS. 2500 CRORES

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	493	310110281	100
Electronic voting at the AGM	1	107	0
TOTAL	494	310110388	100

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	26	3059	0
Electronic voting at the AGM	0	0	0
TOTAL	26	3059	0

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

5. RESOLUTION NO. 5 AS A SPECIAL RESOLUTION

TO APPROVE THE INCREASE IN LIMITS OF SELLING, ASSIGNMENT, SECURITISATION OR RECEIVABLES / BOOK DEBTS OF THE COMPANY UPTO RS. 10,000 CRS

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	491	310111488	100
Electronic voting at the AGM	1	107	0
TOTAL	492	310111595	100

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	28	3231	0
Electronic voting at the AGM	0	0	0
TOTAL	28	3231	0

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

6. RESOLUTION NO. 6 AS A SPECIAL RESOLUTION

TO APPROVE ADOPTION OF THE FEDBANK FINANCIAL SERVICES LIMITED- EMPLOYEES STOCK OPTION SCHEME, 2024

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	479	308862995	99.6
Electronic voting at the AGM	1	107	0
TOTAL	480	308863102	99.6

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	40	1247424	0.40
Electronic voting at the AGM	0	0	0
TOTAL	40	1247424	0.40

(iii) Invalid Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

Based on the foregoing, the Resolution No's. 1 to 6 have been passed with the requisite majority.

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 29th Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

**For DM & Associates Company Secretaries LLP
Company Secretaries**

DINESH KUMAR DEORA Digitally signed by DINESH
KUMAR DEORA
Date: 2024.09.19 17:27:12
+05'30'

Dinesh Kumar Deora - Partner

M. No. F5683

COP NO. 4119

UDIN: F005683F001257747

Place: Mumbai

Date: September 19, 2024

**For Fedbank Financial Services
Limited**

Rajaraman Sundaresan

Company Secretary

Mem No. F3514

Place: Mumbai

Date: September 19, 2024