



Secretarial Department

May 9, 2025

Ref. FEDFINA/ CS/18/ 2025-26

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

Dear Sir/Madam,

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

Sr. no	Agenda of the Notice	Type of Resolution
1.	To approve material related party transactions with the Federal Bank Limited for the Financial year 2025-26	Ordinary Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India, this Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) and the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the Cut-off date i.e. Monday, May 5, 2025.

The Company has engaged the services of NSDL to provide remote e-voting facility to its Members. The remote e-voting period will commence on Tuesday, May 13, 2025 at 9:00 a.m. (IST) and will end on Wednesday, June 11, 2025 at 5:00 p.m. (IST).



Secretarial Department

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

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

Thanking you,

Yours Faithfully
For Fedbank Financial Services Limited

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

Encl: As above



NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.

To
The Members of the **Fedbank Financial Services Limited**,

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

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

S. no.	Particulars
1.	To approve material related party transactions with the Federal Bank Limited for the Financial year 2025-26

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

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



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

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

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

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

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

Commencement of e-voting period	9.00 a.m. IST on Tuesday, May 13, 2025
Conclusion of e-voting period	5.00 p.m. IST on Wednesday, June 11, 2025
Cut-off date for eligibility to vote	Monday, May 5, 2025

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Wednesday, June 11, 2025 and will not be allowed to vote thereafter.

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

The last date of e-voting, i.e. June 11, 2025 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

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

S/d

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

**Place: Mumbai
Date: April 28, 2025**



SPECIAL BUSINESS

Item no. 1

To approve material related party transactions with the Federal Bank Limited for the Financial year 2025-26

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (**“Act”**) and other applicable provisions of the Act read with any other applicable rules and regulations made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, including any amendment(s), modification(s), circular(s), variations or re-enactment(s) thereof, the Company’s Policy on Related Party Transactions and as per the recommendation / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“Board”**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with the Federal Bank Limited (**“Federal Bank”**), holding Company, being a related party of the Company, for the financial year 2025-26, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this Notice, notwithstanding the fact that all such transactions during the financial year 2025-26, whether individually and/or in the aggregate, may exceed 10% of the annual turnover as per the Company’s last audited financial statements or Rs. 1,000 Crores, whichever is lower or any other materiality threshold as may be applicable under laws/regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company:

- (i) To avail any loans or advances, credit facilities, or any other form of fund-based facilities, and/or guarantees, letters of credit, or any other form of non-fund based facilities, sanctioned up to an amount and on such terms and conditions (including rate of interest, security, tenure etc.) as permissible under applicable laws and relevant policies of the Company;
- (ii) To sell loans or loan pools by way of assignment / securitization of loans and servicing arrangements;
- (iii) Issuance of debt securities viz. non-convertible debentures of the Company to the Federal Bank for which Federal Bank may act as an arranger/ syndicate banker, including investment by Federal Bank as permitted by applicable laws;
- (iv) To provide sales/ back-office support services and collection services for fees;



- (v) Placing fixed deposits and receipt of interest on fixed deposits;
- (vi) To make Brand royalty payment;
- (vii) Any other transactions/arrangements as provided in the explanatory statement including those entered in the course of business of the Company including maintaining current accounts with Federal Bank and payment of service charges for banking transactions;

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to sub-delegate all or any of its powers herein conferred on it as they may deem fit to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Company/ any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard;

RESOLVED FURTHER THAT all actions taken by the Board and/ or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

S/d

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

**Place: Mumbai
Date: April 28, 2025**



Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on Monday, May 5, 2025 (“**the Cut-off Date**”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as May 5, 2025, being the Cut-off Date fixed for the purpose.
4. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., June 11, 2025. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company website www.fedfina.com, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
6. All relevant documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. June 11, 2025. Members may send their requests to secretarial@fedfina.com or to rnt.helpdesk@in.mpms.mufg.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
7. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).



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

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

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

The e-voting period begins on Tuesday, May 13, 2025 at 9.00 a.m. and ends on Wednesday, June 11, 2025 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, May 5, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Monday, May 5, 2025.

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

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







Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.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

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

	the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

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

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

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

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

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

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

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

General Guidelines for shareholders

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

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

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



3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice

Item no. 1

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), mandates prior approval of Members of the Company for all material related party transactions and subsequent material modifications as defined by the Audit Committee even if such transactions are in the ordinary course of the business of the concerned Company and at an arm's length basis.

A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual turnover as per the last audited financial statements of the Company or Rs. 1,000 Crores, whichever is lower. The annual turnover of the Company for the financial year 2023-24 was Rs. 1,623 Crores.

Accordingly, the Company is required to comply with Regulation 23 of the SEBI Listing Regulations with respect to material related party transactions proposed to be undertaken during the financial year 2025-26.

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules.

Details of the proposed transactions with the Federal Bank Limited, being the holding company and a related party of the Company, which are likely to exceed the above-mentioned materiality thresholds, are as follows:

Funded and non-funded facilities and issuance of debt securities

- (a) **Funded and non-funded facilities:** The Company borrows money from various banks to meet the funding requirements of the Company and/or for general corporate purpose. Funded and non-funded facilities are availed by the Company in ordinary course of business from various banks on the basis of sanctioned amount and agreement entered with various banks, including Federal Bank in accordance with the policies of the Company uniformly applicable for all borrowing done by the Company. Type of facility, terms, end-



use and tenure of the transaction, in each case, depends on the funding requirements of the Company and the prevailing market rates. The facilities are availed by the Company on the basis of competitive rates received for similar type of loans from other banks at that point in time. The interest payment and fee payment are consequential to the transactions originating out of principal transactions in the form of loan, guarantees, cash credit etc. Therefore, the quantum of such consequential transactions depends on the value of the principal transaction. Federal Bank is one of the large lenders in India and it is in the interest of the Company to have Federal Bank as one of the lenders to ensure high availability of resources. The transactions are undertaken to meet the funding requirements of the Company in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business and therefore, in the interest of the Company.

- (b) **Issuance of debt securities:** The Company, in the ordinary course of its business, raises funds by way of issuance of debt securities depending upon the prevalent market conditions, cost of funds, tenor etc. through private placement in accordance with policies of the Company. The investment in Non-Convertible Debenture of the Company happens through Electronic Bidding Platform of Stock Exchanges as per the prescribed SEBI norms. The issuance would be made at the terms uniformly applicable to all investors (including Federal Bank). The interest payment and any fee are consequential to the principal transactions and would be in accordance with the terms of issue uniformly applicable to all investors. This is in furtherance of the fund raising activities of the Company and in the interest of the Company.

The value of transactions, for (a) and (b) above, proposed in financial year 2025-26 would be up to Rs. 1,500 Crores i.e. approx. 92.42% of annual turnover of the Company for the financial year 2023-24. The interest and processing fees on these transactions shall not exceed Rs. 150 Crores i.e. approx. 9.24% and Rs. 40 Crores i.e. approx. 2.46% respectively of annual turnover of the Company for the financial year 2023-24.

Assignment of Loan/ Securitization

The Company may undertake to securitize, assign assets including receivables / book debts of the Company in favour of banks / financial institutions, other investing agencies and trustees for the holders of the debentures/ bonds/pass through certificates/ security receipts and other instruments in accordance with RBI regulations and policies of the Company. The Company may undertake securitization / loan assignment transactions and other transactions with Federal Bank. Federal Bank is one of the large Banks in India and exposure to Federal Bank along with other lenders provides additional leverage to the Company to borrow from multiple sources. The Company may create fixed deposits with Federal Bank for the purpose of securitization transaction at the reckoner rates published by the Federal Bank. The value of transactions proposed in the financial year 2025-26 would be up to Rs. 1,000 Crores i.e. approx. 61.61% of



annual turnover of the Company for the financial year 2023-24. The Company benefits from the securitization / loan assignment transactions by raising funds at a very competitive rates and is therefore, in the interest of the Company.

Providing sales and collection services for fees

The Company provides sales and collection services such as forms processing, and document verification, and processing support to Federal Bank. The Company has a contract with the Federal Bank for providing sales support and collection services. This is a specialized service provided by the Company to Federal Bank based on expertise developed over many years (including hiring of skilled staff) and helps maintain its superior knowhow on the sales support service and collection services. Therefore, the transaction is in the interest of the Company. The value of transactions proposed in financial year 2025-26 would be up to Rs. 50 Crores i.e. approx. 3.08% of annual turnover of the Company for the financial year 2023-24.

Placing Fixed Deposits and receipt of interest on Fixed Deposits

The Company invests excess funds in fixed deposits as a liquidity management tool with various banks including Federal Bank. The fixed deposits are created as per the reckoner rates published by the Federal Bank. Since, the Company places the excess funds for short term and long term benefit at the best rates available, this transaction is in interest of the Company. The value of transactions proposed in financial year 2025-26 would be up to Rs. 200 Crores i.e. approx. 12.32% of annual turnover of the Company for the financial year 2023-24. The interest on such fixed deposits shall not exceed Rs. 25 Crores i.e. approx. 1.54% of annual turnover of the Company for the financial year 2023-24.

Maintaining Current Accounts with Federal Bank and payment of service charges for banking transactions

The Company maintains current account with various banks including Federal Bank for regular business activities of the Company. As the current accounts are maintained by the Company with Federal Bank for various regular business activities of the Company such as disbursements, collection, repayment of loans, interest, salary, vendor payments, etc., the value of the transaction cannot be ascertained as the quantum of the transactions cannot be determined by the Company. Banking charges are levied by Federal Bank in relation to the account maintained and banking services availed, basis standard terms and conditions as offered by Federal Bank to its customers. These transactions are regular business transactions of Company. Therefore, the transactions were in the interest of the Company.



Hedging limit

The Company borrows money from various banks to meet the funding requirements of the Company and/or for general corporate purpose. To diversify Company's funding sources and take advantage of interest arbitrage opportunities between foreign currency and local currency borrowings, the Company avails External Commercial Borrowing from various banks. To protect / hedge against volatility in foreign currency and external benchmark interest rates, the Company enters into appropriate derivative contracts from various banks. Type of derivative contract, its terms, tenure, in each case, depends on the respective underlying External Commercial Borrowing as availed at the prevailing market rates. The Company may enter into such derivative contracts with Federal Bank on the basis of competitive rates received for similar type of derivative contracts from other banks at that point in time. Therefore, the quantum of such consequential transactions depends on various factors, however the net settlement of such derivative contracts will largely hedge the volatility in interest and principal payments of the underlying External Commercial Borrowing. Such transactions are undertaken to meet the hedging requirements of the Company in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business and therefore, in the interest of the Company. The value of transactions proposed in the financial year 2025-26 would be up to Rs. 200 Crores i.e. approx. 12.32% of annual turnover of the Company for the financial year 2023-24.

Other transactions

The other transactions / arrangements with Federal Bank inter-alia are in the nature of fees, commission, brokerage, reimbursements, brand royalty fee, cash management services, rent, rental deposit, professional charges, Bharat Bill payment system services, software license any other income/expenses, purchase/sale of fixed assets and other services such as depository participant, custodian services, investment banking related services etc. in furtherance towards the ordinary course of business of the Company.

All the aforesaid transactions are in furtherance of the business activities and are in accordance with the applicable laws, therefore, in the interest of the Company.

In the financial year 2025-26, the aforementioned transactions, individually or in aggregate may cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Board of Directors (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all these arrangements / contracts / agreements / transactions to be undertaken (whether individual transaction or transactions taken together or series of transactions or otherwise) with Federal Bank, being the holding company and a related party of the Company, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts



/ agreements / transactions or as fresh and independent transaction (s) or otherwise, in the financial year 2025-26. Individually, brand royalty fee shall not exceed Rs. 5 Crores i.e. approx. 0.3 % of annual turnover of the Company for the financial year 2023-24. All the above transactions are in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee of the Company has on the basis of the relevant details provided by the management, as required under the applicable laws and regulations, reviewed and granted approval wherein only those members of the audit committee, who are independent directors have voted for the approval of the related party transactions proposed to be entered into by the Company with Federal Bank during the financial year 2025-26 including as stated in the resolution and explanatory statement and has also noted that the said transactions with Federal Bank are on arm's length basis and in the ordinary course of business of the Company.

Further, the Board at its meeting held on April 28, 2025, subject to the approval of the Shareholders, has approved the Material related party transactions proposed to be undertaken during financial year 2025-26 with the Federal Bank Limited.

Accordingly, the Board has considered the proposal and recommends passing of the resolution contained in Item No. 1 of the Notice by way of an ordinary resolution.

Any subsequent 'material modification' in the proposed transactions, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions' will be placed before the Shareholders for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

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 resolution as set out at Item No. 1 of this Notice except to the extent of their employment/ nomination/ shareholding in the Company.

Federal Bank, shall be deemed to be interested in the proposed resolution. The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 1.



Details of Material Related Party Transactions and other information required to be disclosed in the Explanatory Statement for Item No. 1 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are mentioned hereunder:

Sr. No.	DESCRIPTION	PARTICULARS
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	<p>Name of the Related Parties – Federal Bank</p> <p>Relationship with the Company – Federal Bank is our holding Company, which holds 61.03% of total shares of the Company.</p>
2.	Type, material terms and particulars of the proposed transaction;	<p>(i) Funded and non-funded facilities and issuance of debt securities (ii) Assignment of Loan/ Securitization (iii) Providing sales and collection services for fees (iv) Placing Fixed Deposits and receipt of interest on Fixed Deposits (v) Maintaining Current Accounts with Federal Bank and payment of service charges for banking transactions (vi) Hedging limit (vii) Other transactions</p> <p>Material terms and particulars are detailed above in the Explanatory Statement.</p>
3.	Tenure of the proposed transaction	<p>(i) Funded and non-funded facilities and issuance of debt securities: As per the terms of borrowing arrangement, expected to be repayable within 5 years. (ii) Assignment of Loan/ Securitization: As per the remaining tenure of underlying loan asset pool being assigned / securitized. (iii) Providing sales and collection services for fees: For financial year 2025-26 (iv) Placing Fixed Deposits and receipt of interest on Fixed Deposits: As per the liquidity position, expected to be placed for a</p>

		<p>tenure upto 2 years.</p> <p>(v) Maintaining Current Accounts with Federal Bank and payment of service charges for banking transactions: In addition to other banks, the Company also maintains current account balances with Federal Bank at on-going basis for business operations.</p> <p>(vi) Hedging limit: The Company may enter into derivative contract with Federal Bank, being counterparty bank. The terms and conditions of the derivative contracts are similar to the underlying transaction being hedged.</p> <p>(vii) Other transactions: For the financial year 2025-26</p>
4.	Value of the proposed transaction	<p>(i) Funded and non-funded facilities and issuance of debt securities: Rs. 1,500 Crores</p> <p>(ii) Assignment of Loan/ Securitization: Rs. 1,000 Crores</p> <p>(iii) Providing sales and collection services for fees: Rs. 50 Crores</p> <p>(iv) Placing Fixed Deposits and receipt of interest on Fixed Deposits: Fixed Deposit placement upto Rs. 200 Crores and interest income on such fixed deposits is expected to be upto Rs. 25 crores.</p> <p>(v) Maintaining Current Accounts with Federal Bank and payment of service charges for banking transactions: The Company maintains current account with various banks including Federal Bank for regular business activities of the Company. As such current accounts are maintained by the Company for various regular business activities of the Company such as disbursements, collection, repayment of loans, interest, salary, vendor payments, etc., the value of the transaction cannot be ascertained as the quantum of the transactions cannot be determined by the Company. Banking charges are levied by Federal Bank in relation to the account</p>

		<p>maintained and banking services availed, basis standard terms and conditions as offered by Federal Bank to its customers.</p> <p>(vi) Hedging limit: Rs. 200 Crores</p> <p>(vii) Other transactions: Actual value of the transactions will depend upon the business requirements. Individually, brand royalty fee shall not exceed Rs. 5 Crores.</p>
5.	<p>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</p>	<p>Below is percentage of annual turnover of the Company for the financial year 2023-24</p> <p>(i) Funded and non-funded facilities and issuance of debt securities: 92.42%</p> <p>(ii) Assignment of Loan/ Securitization: 61.61%</p> <p>(iii) Providing sales and collection services for fees: 3.08%</p> <p>(iv) Placing Fixed Deposits and receipt of interest on Fixed Deposits: Fixed Deposit placement and interest income thereon is expected to be 12.32% and 1.54% respectively.</p> <p>(v) Maintaining Current Accounts with Federal Bank and payment of service charges for banking transactions: The Company maintains current account with various banks including Federal Bank for regular business activities of the Company. As such current accounts are maintained by the Company for various regular business activities of the Company such as disbursements, collection, repayment of loans, interest, salary, vendor payments, etc., the value of the transaction cannot be ascertained as the quantum of the transactions cannot be determined by the Company. Banking charges are levied by Federal Bank in relation to the account maintained and banking services availed, basis standard terms and conditions as offered by Federal Bank to its customers.</p> <p>(vi) Hedging limit: 12.32%</p> <p>(vii) Other transactions: Actual value of the</p>

		<p>transactions will depend upon the business requirements. Individually, brand royalty fee shall not exceed approx. 0.3 %.</p>
6.	<p>Additional details, if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:-</p> <p>i. details of the source of funds in connection with the proposed transaction</p> <p>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments:-</p> <ul style="list-style-type: none"> • nature of indebtedness • cost of funds; and • tenure <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>The Company being a listed NBFC, the disclosure is not applicable.</p>
7.	<p>Justification for why the proposed transaction is in the interest of the listed entity</p>	<p>The related party transactions entered by the Company with Federal Bank are in the Ordinary course of business and are on an arm's length basis. It is further ensured that such transactions with Federal Bank are conducted as if it is with an unrelated party, so that there is no conflict of interest. It is ensured that the transactions undertaken are in the best interest of the Company while leveraging the benefits of being a subsidiary of one of the large lenders in India.</p>

8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	12.55% of annual turnover of Federal Bank for the financial year 2023-24
10.	Any other information that may be relevant	As detailed in Explanatory Statement above

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

S/d

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

**Place: Mumbai
Date: April 28, 2025**