



Secretarial Department

March 12, 2025

Ref. FEDFINA/ CS/232/ 2024-25

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 appointment of Mr. Muralidharan Rajamani (DIN: 01690363) as an Independent Director of the Company for a period of five years effective from January 24, 2025 till January 23, 2030	Special 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, March 10, 2025.



Secretarial Department

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 Monday, March 17, 2025 at 9:00 a.m. (IST) and will end on Wednesday, April 16, 2025 at 5:00 p.m. (IST).

The Notice is also being made available on the website of the Company at www.fedfina.com and on the website of 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 special resolution:

S. no.	Particulars
1.	To approve appointment of Mr. Muralidharan Rajamani (DIN: 01690363) as an Independent Director of the Company for a period of five years effective from January 24, 2025 till January 23, 2030

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 Monday, March 17, 2025
Conclusion of e-voting period	5.00 p.m. IST on Wednesday, April 16, 2025
Cut-off date for eligibility to vote	Monday, March 10, 2025

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Wednesday, April 16, 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. April 16, 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: February 27, 2025**



SPECIAL BUSINESS

Item no. 1

To approve appointment of Mr. Muralidharan Rajamani (DIN: 01690363) as an Independent Director of the Company for a period of five years effective from January 24, 2025 till January 23, 2030

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and Regulations 17(1C), 25(2A) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), and in terms of the provisions of the Master Directions – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended from time to time, provisions of the Articles of Association of the Company, upon recommendation of the Nomination and Remuneration Committee(“NRC”) and approval of the Board of Directors, Mr. Muralidharan Rajamani (**DIN: 01690363**) was appointed as an Additional Director (in the capacity of an Independent Director) effective from January 24, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulations 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, approval of the Members of the Company be and is hereby accorded to appoint Mr. Muralidharan Rajamani as an Independent Director of the Company for a period of 5 (five) years effective from January 24, 2025 till January 23, 2030 (both days inclusive) and that he shall not be liable to retire by rotation.

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

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

S/d

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

Place: Mumbai

Date: February 27, 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, March 10, 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 March 10, 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., April 16, 2025. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company website www.fedfina.com, on the website of NSDL www.evoting.nsd.com, and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
6. All relevant documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. April 16, 2025. Members may send their requests to secretarial@fedfina.com or to rnt.helpdesk@linkintime.co.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.



7. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
9. Members are requested to:
 - a) Intimate to the Company/ Registrar and Share Transfer Agent, M/s 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 Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA MUFG Intime India Private Limited at mt.helpdesk@linkintime.co.in

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

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

The e-voting period begins on Monday, March 17, 2025 at 9.00 a.m. and ends on Wednesday, April 16, 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, March 10, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, March 10, 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/IdeasDirectReq.jsp3. 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

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



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

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

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



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



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

Pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Act read with the Rules framed thereunder, and applicable provisions of the LODR Regulations (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company in their meeting held on January 24, 2025 has appointed Mr. Muralidharan Rajamani (**DIN: 01690363**) as an Additional Director (in the capacity of an Independent Director) for a term of five (5) years effective from January 24, 2025 till January 23, 2030 (both days inclusive) who is not liable to retire by rotation, subject to the approval of the shareholders through a special resolution.

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

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

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

The Nomination and Remuneration Committee ("**NRC**") had previously finalized the desired



attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Muralidharan.

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

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

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

Qualification:

1. B.Sc. (Mathematics), M.A. (Economics) from University of Madras
2. Executive Education at the Graduate Business School, Stanford University.

Experience:

Over 35 years of experience in Banking, Financial Services and Insurance. CEO/ COO positions over 10 years. Board experience across Bank, Mutual Fund, Not for Profit organizations. Mentor Start -ups. Leadership Development and Coaching. Deep domain knowledge across gamuts of banking and financial services, Corporate, SME, Retail, Tech, Operations, Strategy, Digital Channels, Service Delivery, Credit, Risk and International Banking and financial services.

Top executive positions in ICICI Bank, Dhanlaxmi Bank, Edelweiss Tokio Life Insurance and L&T Financial Services across all their businesses as Group Executive Council member.

Directorships and Board Committee memberships

1. Utkarsh Small Finance Bank Limited
2. PGIM India Asset Management Private Limited

The resolution seeks the approval of the Members for the appointment of Mr. Muralidharan Rajamani as an Independent Director of the Company for a period of five (5) years effective from January 24, 2025 till January 23, 2030 (both days inclusive) pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17(1C), 25(2A) and other applicable regulations of the LODR Regulations.



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

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

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

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

S/d

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

**Place: Mumbai
Date: February 27, 2025**



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

Sr. No.	Particulars	Details
1.	Name of the Director	Mr. Muralidharan Rajamani
2.	Date of Birth & Age	31-05-1961 & 63 years
3.	DIN	01690363
4.	A brief resume, Qualification(s), Experience and Nature of his expertise in specific functional areas, Recognition or awards	As detailed in the Explanatory Statement
5.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As detailed in the Explanatory Statement
6.	Date of first appointment to the Board	24-01-2025
7.	Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	None
8.	Terms and conditions of appointment along with details of remuneration sought to be paid	<p>Non-Executive Independent Director, not liable to retire by rotation.</p> <p>As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto.</p> <p>Mr. Muralidharan Rajamani shall be paid sitting fees for attending meetings of the Board and Committees thereof and he will also be eligible for the profit linked commission for each financial year within the limits approved by the shareholders.</p>
9.	Remuneration last drawn (in FY 2023-24)	Not applicable
10.	The number of meetings of the Board attended during the financial year 2024-2025	No Board meetings have been conducted since his appointment upto the date of this postal ballot notice.
11.	Shareholding in the Company including beneficial ownership	Nil

12.	Membership and Chairmanship in the Committees of the Board of the Company	Member of Audit Committee and IT Strategy Committee.	
13.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Names of other Companies holding Directorships	Committee Chairpersonship & Membership*
		Utkarsh Small Finance Bank Limited	Chairman of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee Member of Nomination and Remuneration Committee and Audit Committee
		PGIM India Asset Management Private Limited	Chairman of Risk Committee Member of Audit Committee
* for this purpose, Committees specified under the Act and the LODR Regulations only are being considered.			
14.	Listed entities from which the Director resigned in the past three years	Nil	