



Secretarial Department

November 27, 2024

Ref. FEDFINA/ CS/ 192 / 2024-25

The Manager Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051  <b>SYMBOL – FEDFINA</b>	The Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Floor 25, Dalal Street, Mumbai – 400 001  <b>Scrip code: 544027</b>
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**Sub: Remote e-voting results of the Postal Ballot along with Scrutinizer's report**

Dear Sir/Madam,

This is in furtherance to the earlier intimation given by the Company on October 25, 2024 regarding the dispatch of the Postal Ballot Notice and commencement of the remote E-voting thereon, for seeking approval of the Members of Fedbank Financial Services Limited ('the Company') through Postal ballot for the following items:

Sr. No.	Particulars
1.	Appointment of Mrs. Sonal Dave (DIN:00017710) as an Independent Director for a term of five years with effect from September 24, 2024
2.	Alteration of existing Articles of Association of the Company
3.	Payment of Profit-linked Commission to the Independent Directors and Non-executive Director

In this regard, please note that 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, who was appointed as the Scrutinizer for the aforesaid Postal Ballot has submitted his report dated November 26, 2024.

In accordance with the said report, the aforesaid Special Resolutions contained in the Postal Ballot Notice dated October 22, 2024, were approved by the members through remote e-voting with requisite majority and is deemed to have been passed on Tuesday, November 26, 2024, being the last day of remote e-voting.



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Pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed the following:

1. Postal Ballot remote -voting Results (Annexure I)
2. Report of Scrutinizer dated November 26, 2024 of remote e-voting (Annexure II).

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



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**Annexure-I**

**Details of Postal Ballot Remote -Voting Results**

Resolution (1)								
Resolution required: Special Resolution				Appointment of Mrs. Sonal Dave (DIN:00017710) as an Independent Director for a term of five years with effect from September 24, 2024				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	227471046	227471046	100.0000	227471046	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	227471046	227471046	100.00	227471046	0	100.00	0.00
Public-Institutions	E-Voting	93500795	79457496	84.9806	79457496	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	93500795	79457496	84.98	79457496	0	100.00	0.00
Public-Non Institutions	E-Voting	50947362	2067237	4.0576	2028266	38971	98.1148	1.8852
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50947362	2067237	4.0576	2028266	38971	98.1148	1.8852
<b>Total</b>	<b>Total</b>	371919203	308995779	83.0814	308956808	38971	99.9874	0.0126
Whether resolution is Pass or Not.							Yes	



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Resolution (2)								
Resolution required: Special				Alteration of existing Articles of Association of the Company				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100
Promoter and Promoter Group	E-voting	227471046	227471046	100	227471046	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		227471046	227471046	100	227471046	0	100
Public Institutions	E-voting	93500795	79457496	84.9806	79457496	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot(if applicable)		0	0.0000	0	0	0	0
	Total		96880724	85770477	88.53	85770477	0	100
Public Non-Institutions	E-voting	50947362	2067795	4.0587	2027848	39947	98.0681	1.9319
	Poll		0	0.0000	0	0	0	0
	Postal Ballot(if applicable)		0	0.0000	0	0	0	0
	Total		50947362	2067795	4.0587	2027848	39947	98.0681
Total		371919203	308996337	83.0816	308956390	39947	99.9871	0.0129
Whether resolution is Pass or Not.							Yes	



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Resolution (3)								
Resolution required: Special				Payment of Profit-linked Commission to the Independent Directors and Non-executive Director				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	227471046	227471046	100	227471046	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	227471046	227471046	100	227471046	0	100	0
Public Institutions	E-voting	93500795	79457496	84.9806	79457496	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot(if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	93500795	79457496	84.9806	79457496	0	100.0000	0.0000
Public Non-Institutions	E-voting	50947362	2067998	4.0591	2007535	60463	97.0763	2.9237
	Poll		0	0.0000	0	0	0	0
	Postal Ballot(if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50947362	2067998	4.0591	2007535	60463	97.0763	2.9237
<b>Total</b>		371919203	308996540	83.0816	308936077	60463	99.9804	0.0196
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	

# **FEDBANK FINANCIAL SERVICES LIMITED**

(CIN: L65910MH1995PLC364635)

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

## **SCRUTINISER'S REPORT FOR VOTING ON POSTAL BALLOT THROUGH REMOTE E- VOTING**

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

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

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ADDRESS: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD  
(EAST), MUMBAI-400097

**Tel 022-28443641 Mob 09321018355**

**Email: [dmassociates@gmail.com](mailto:dmassociates@gmail.com) Website: [www.dmncs.co.in](http://www.dmncs.co.in)**

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**DM & ASSOCIATES COMPANY SECRETARIES LLP**  
**(LLPIN NO. AAI-4743)**

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[Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]  
REGD. OFFICE: # 205, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097  
Tel No. 022-28443641 Email: [dmassociatesllp@gmail.com](mailto:dmassociatesllp@gmail.com)

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To,  
Mr. Rajaraman Sundaresan,  
Company Secretary  
**FEDBANK FINANCIAL SERVICES LIMITED**  
1101, 11th Floor, Cignus,  
Plot No. 71A,  
Powai Passpoli, Mumbai,  
Maharashtra- 400087.

**Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 (" Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.**

Dear Sir,

I, **Dinesh Kumar Deora** Partner of M/s DM & Associates Company Secretaries LLP, appointed by the Board of Directors of **FEDBANK FINANCIAL SERVICES LIMITED** as the scrutinizer for the resolutions to be passed through Postal Ballot, Notice dated October 22, 2024. At the outset, I would like to thank you for entrusting me with the task of scrutinizer pursuant to the provisions of section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

**(1) I submit my report as under:**

- 1.1 The postal ballot is conducted in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Special Resolution by the Members of FEDBANK FINANCIAL SERVICES LIMITED (the "Company") through Postal Ballot via remote e-voting.
- 1.2 The Company **completed the dispatching / e-mailing** of the Postal Ballot Notice **on Friday, October 25, 2024** to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on **Thursday, October 24, 2024** maintained by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and who have registered their email address with the Company/Depositories.
- 1.3 In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on remote e-voting, the company had engaged the services of NSDL for facilitating the remote e-voting to enable the Members to cast their votes electronically on the designated website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) of **NSDL**.
- 1.4 **Total No. of votes based on Paid Up Capital** of the Company as on **October 24, 2024** were **37,19,19,203**.
- 1.5 **Public Announcement** with respect to completion of dispatch of Postal ballot Notice in two (2) newspapers **were made on October 26, 2024** in **The Business Standard (English) All India edition** and **Pratahkal (Marathi) Mumbai edition**.

**DM & ASSOCIATES COMPANY SECRETARIES LLP**  
**(LLPIN NO. AAI-4743)**

[Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]  
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Tel No. 022-28443641 Email: [dmassociatesllp@gmail.com](mailto:dmassociatesllp@gmail.com)

- 1.6 The remote e-voting **commenced on Monday, October 28, 2024 at 9.00 a.m.** (IST) and **ended on Tuesday, November 26, 2024 at 5:00 p.m.** (IST).
- 1.7 **Particulars of remote e-voting** of the Postal Ballot through e-voting process from the members **have been maintained electronically** to record the assent or dissent received.
- 1.8 The **e-voting was concluded at 5:00 pm (IST) on Tuesday, November 26, 2024** and the e-voting summary statement was thereafter downloaded from the NSDLs e-voting website on November 26, 2024 at 05:15 pm in presence of two witness not in employment of the Company.
- 1.9 The Management of the Company is responsible to ensure compliance with the requirements of the Act, the Rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.
- 1.10 My responsibility as scrutinizer for the voting through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolutions.

**(2) A summary of the Postal Ballot votes cast through electronically is given below:**

**1. APPOINTMENT OF MRS. SONAL DAVE (DIN: 00017710) AS AN INDEPENDENT DIRECTOR FOR A TERM OF FIVE YEARS WITH EFFECT FROM SEPTEMBER 24, 2024.**

**SPECIAL RESOLUTION:**

(i) Voted **in favour** the resolution:

<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
844	30,89,56,808	<b>99.9874</b>

(ii) Voted **against** the resolution:

<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
87	38,971	<b>0.0126</b>

(iii) **Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes held by them</b>
0	0

Total votes cast: **30,89,95,779 (100%)**  
% of total votes cast in favor of the Resolution: **99.9874%**  
% of total votes cast against the Resolution: **0.0126%**

**Resolution passed with requisite majority.**

**DM & ASSOCIATES COMPANY SECRETARIES LLP**  
**(LLPIN NO. AAI-4743)**

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Tel No. 022-28443641 Email: [dmassociatesllp@gmail.com](mailto:dmassociatesllp@gmail.com)

**2. ALTERATION OF EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY.**

**SPECIAL RESOLUTION:**

(i) Voted **in favour** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
846	30,89,56,390	99.9871

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
81	39,947	0.0129

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total votes cast: **30,89,96,337 (100%)**

% of total votes cast in favor of the Resolution: **99.9871%**

% of total votes cast against the Resolution: **0.0129%**

**Resolution passed with requisite majority.**

**3. PAYMENT OF PROFIT-LINKED COMMISSION TO THE INDEPENDENT DIRECTORS AND NON-EXECUTIVE DIRECTOR.**

**SPECIAL RESOLUTION:**

(i) Voted **in favour** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
763	30,89,36,077	99.9804

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
165	60,463	0.0196

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total votes cast: **30,89,96,540 (100%)**

% of total votes cast in favor of the Resolution: **99.9804%**

% of total votes cast against the Resolution: **0.0196%**

**Resolution passed with requisite majority.**

**DM & ASSOCIATES COMPANY SECRETARIES LLP**  
**(LLPIN NO. AAI-4743)**

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[Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]  
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- (3) In view of the above results, I hereby certify that the Special resolutions proposed at item no's. 1, 2 & 3 of the Postal Ballot Notice dated October 22, 2024, have been passed with requisite majority.
- (4) You may accordingly declare the results of the voting by postal ballot.

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

DINESH  
KUMAR DEORA

Digitally signed by  
DINESH KUMAR DEORA  
Date: 2024.11.26  
19:45:36 +05'30'

**Dinesh Kumar Deora – Partner**  
**M. No. F5683**  
**COP NO. 4119**  
**UDIN: F005683F002792720**

**Date:** November 26, 2024

**For FEDBANK FINANCIAL SERVICES LTD.**

RAJARAMAN  
SUNDARESAN

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RAJARAMAN  
SUNDARESAN  
Date: 2024.11.27  
17:53:25 +05'30'

**Rajaraman Sundaresan**  
**Company Secretary & Compliance Officer**  
**Mem No. F3514**

**Date:** November 27, 2024