



Secretarial Department

May 06, 2024

Ref. FEDFINA/ CS/ 105/ 2024-25

To, National Stock Exchange of India Ltd., Listing Department Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	To, BSE Limited, The Corporate Relationship Dept. Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001
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Re: Scrip Code: 544027, Symbol: FEDFINA

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) - Notice of Postal Ballot through 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 (“the Company”), on the following items of special business as set out in the said Notice:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Mr. Sunil Satyapal Gulati (DIN: 00016990) as an Independent Director	Special Resolution
2.	Appointment of Mr. Ramesh Sundararajan (DIN: 10500779) as an Independent Director	Special Resolution
3.	Continuation of Mr. Maninder Singh Juneja (DIN: 02680016) as a Nominee Director	Special Resolution
4.	Appointment of Mr. Harsh Dugar (DIN: 00832748) as a Nominee Director	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. 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. Friday, May 03 2024.



Secretarial Department

The Company has engaged the services of NDSL to provide remote e-voting facility to its Members. The remote e-voting period shall commence on Wednesday, May 08, 2024 at 9:00 a.m. (IST) and shall end on Thursday, June 06, 2024 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 NDSL at www.evoting.nsd.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: Postal Ballot Notice



POSTAL BALLOT NOTICE

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

Dear Member(s),

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 Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (**“the MCA Circulars”**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**), SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 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 resolutions:

S.no.	Particulars
1.	Appointment of Mr. Sunil Satyapal Gulati (DIN: 00016990) as an Independent Director
2.	Appointment of Mr. Ramesh Sundararajan (DIN: 10500779) as an Independent Director
3.	Continuation of Mr. Maninder Singh Juneja (DIN : 02680016) as a Nominee Director
4.	Appointment of Mr. Harsh Dugar (DIN : 00832748) as a Nominee Director

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (**“the Notice”** or **“the 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 Company 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 Wednesday, May 8, 2024
Conclusion of e-voting period	5.00 p.m. IST on Thursday, June 6, 2024
Cut-off date for eligibility to vote	Friday, May 3, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Thursday, June 6, 2024 and will be disallowed 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 of the conclusion of the e-voting period i.e. on or before Monday, June 10, 2024. 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 6, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.



Resolutions

Item no. 1 - Appointment of Mr. Sunil Satyapal Gulati (DIN: 00016990) as an Independent Director

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, Schedule IV and other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Rules framed thereunder, and applicable provisions of SEBI (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), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Sunil Satyapal Gulati (DIN:00016990), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 15, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b), 17 and 25 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, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till March 14, 2029 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.”

Item no. 2 - Appointment of Mr. Ramesh Sundararajan (DIN: 10500779) as an Independent Director

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, Schedule IV and other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Rules framed thereunder, and applicable provisions of SEBI (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), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ramesh Sundararajan (DIN: 10500779), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 15, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b), 17 and 25 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, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till March 14, 2029 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.”



Item no. 3 – Continuation of Mr. Maninder Singh Juneja (DIN: 02680016) as a Nominee Director

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

“RESOLVED THAT pursuant to the provisions of regulation 17(1D) of SEBI (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 other applicable laws and the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, approval of the Members be and is hereby accorded for the continuation of directorship of Mr. Maninder Singh Juneja (DIN: 02680016) as Nominee Director effective from December 20, 2023 who has completed a term of five years as Nominee Director on December 19, 2023 as envisaged under the said regulation 17(1D), 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.”

Item no. 4 – Appointment of Mr. Harsh Dugar (DIN: 00832748) as a Nominee Director

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Rules framed thereunder regulation 17(1C) of SEBI (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), approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, approval of the Members be and is hereby accorded for the appointment of Mr. Harsh Dugar (DIN: 00832748) as Nominee Director with effect from May 1, 2024 as envisaged under the said regulation 17(1C) 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: April 25, 2024**



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 Friday, May 3, 2024 (“**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 on Friday, May 3, 2024, 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 6, 2024. 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 of the conclusion of e-voting i.e. on or before Monday, June 10, 2024 and will also be displayed on the Company’s 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 6, 2024. Members may send their requests to secretarial@fedfina.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. The forms can be accessed and downloaded from <https://liiplweb.linkintime.co.in/KYC-downloads.html>. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.



9. Members are requested to:
- Intimate to the Company/ Registrar and Share Transfer Agent, M/s Link Intime India Private Limited (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes /update, if any, in their registered email id, address, other details etc. at an early date;
 - Quote ledger folio numbers / DP Identity and Client Identity Numbers in all their correspondences;
 - Approach the Company for consolidation of folios, if shareholdings are under multiple folios;
 - Members desirous of obtaining any information concerning the resolution are requested to address their questions to the Company at secretarial@fedfina.com at the earliest 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 Link Intime India Private Limited at rnt.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 Wednesday, May 8, 2024 at 9.00 A.M. and ends on Thursday, June 6, 2024 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. Friday, May 3, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, May 3, 2024.

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

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

Instructions for e-voting

Step 1: Access to NSDL e-Voting system

Login method for e-Voting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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.
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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 and 022 - 2499 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 22 55 33

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 - 4886 7000 and 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 email 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 shareholders 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 Sections 102(1) and 110 of the Companies Act, 2013

Item no. 1 - Appointment of Mr. Sunil Satyapal Gulati (DIN: 00016990) as an Independent Director

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board of Directors through resolution by circulation had appointed Mr. Sunil Satyapal Gulati (DIN: 00016990) ("Mr. Sunil") as an Additional Director in the capacity of Independent Director of the Company on March 15, 2024 for a term of five (5) years with effect from March 15, 2024, to March 14, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

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 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
- (vii) A notice in writing by a member proposing his candidature under Section 160(1) of the Act and
- (viii) 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.

Mr. Sunil has also confirmed that he is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority. 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. Sunil.

Copy of draft letter of appointment of Mr. Sunil 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. Sunil 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. Sunil's background and experience are aligned to the role 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:

- i) Mr. Sunil is having three decades of global experience in the banking industry across investment banking, corporate finance, relationship management, risk management and corporate strategy. Mr. Sunil was a key member of the management teams at RBL Bank Ltd, Yes Bank and ING Group at the stage of their rapid growth and transformation and establishment as mainstream players in the Indian Banking industry.



- ii) Mr. Sunil serves as an Independent Director on the Boards of (1) SBI Mutual Fund Trustee Company (2) Perfios Account Aggregation Services, one of the first NBFC-AAs to be licensed by RBI; (3) Kinara Capital, a NBFC financing MSMEs; (4) Samunnati, an agri financing and agri trading venture focussed on small and marginal farmers; (5) Revgro Capital, part of Velocity, set up for providing working capital financing to start ups; (6) Tapstart, a NBFC owned by Freo, a Fintech company providing consumers credit lines; and (7) Arthan Finance, a NBFC focusing on MSME financing. (8) KMC Speciality Hospitals (India) Ltd, Multi Speciality hospital chain (9) Sri Kauvery Medical Care (India) Limited, Kauvery group. Mr Sunil is also Non executive Director on the Board of Merisis Advisors.
- iii) Mr. Sunil was the Part- time Chairman and Independent Director of Fincare Small Finance Bank and was also an Independent Director of Boson Systems Private Limited. He recently completed two terms as an independent director of PNB MetLife India Insurance Ltd.
- iv) Mr. Sunil is the Chairman in various Risk Management and Audit Committees of several of these entities and is member of other key committees such as NRC, IT Strategy and Customer Service in most companies. All of these companies have established good track records of governance and most have raised multiple rounds of equity from high quality institutional investors.
- v) Mr. Sunil was the Chief Risk Officer for almost 6 years at RBL Bank from October 2010 till August 2016, during its transformation from a small regional bank to a national player. During this period the bank scaled up nationally across corporate, retail, capital markets and agricultural/financial inclusion sectors.
- vi) Previously, he spent 5 years at Yes Bank (2006-2010), where he had a short stint as Chief Risk Officer followed by the role of Group President responsible for Wholesale Banking including Corporate & Institutional Banking, Emerging Corporate Banking, Transaction Banking, International Banking and Business Advisory.
- vii) Mr. Sunil Gulati holds a B. Tech degree from the Indian Institute of Technology, Delhi (1982) in Electrical Engineering / Computer Science and is a Gold Medalist from the Indian Institute of Management, Ahmedabad (1984)

The resolution seeks the approval of members for the appointment of Mr. Sunil as an Independent Director of the Company from March 15, 2024 to March 14, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice as Annexure 1.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Sunil as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Sunil, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no.1.



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

Item no. 2 - Appointment of Mr. Ramesh Sundararajan (DIN: 10500779) as an Independent Director

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board of Directors through resolution by circulation had appointed Mr. Ramesh Sundararajan (DIN: 10500779) ("Mr. Ramesh") as an Additional Director in the capacity of Independent Director of the Company on March 15, 2024 for a term of five (5) years with effect from March 15, 2024, to March 14, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

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 LODR Regulations,
- (iv) Declaration and confirmation as per RBI guidelines
- (v) Fit and Proper declaration and undertaking as per RBI guidelines
- (vi) Affirmations on compliance of code of conduct
- (vii) A notice in writing by a member proposing his candidature under Section 160(1) of the Act and
- (viii) 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.

Mr. Ramesh has also confirmed that he is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority. 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. Ramesh.

Copy of draft letter of appointment of Mr. Ramesh 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. Ramesh 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. Ramesh's background and experience are aligned to the role 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:



- i) Mr. Ramesh comes from a Banking Technology background having worked in Technology and Operations functions with large multinational banks for over three decades. He has been in CIO/COO level positions for more than 15 years. Mr. Ramesh started his career with Standard Chartered Bank in India and then moved to Singapore followed by stints in Philippines, Korea, Indonesia and CIMB Bank, Malaysia over the next 25 years. Upon returning to India in 2021 he took on the role of Country Head, Zan Compute, India, a US based Internet of Things (IoT) startup, where he directly manages the software development and engineering teams based in Coimbatore and client relationships outside US.
- ii) Mr. Ramesh is a graduate engineer from IIT Madras and a post-graduate MBA from IIM Calcutta.

The resolution seeks the approval of members for the appointment of Mr. Ramesh as an Independent Director of the Company from March 15, 2024 to March 14, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

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

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the the LODR Regulations, the approval of the members is sought for the appointment of Mr. Ramesh as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Ramesh, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

Item no. 3 – Continuation of Directorship of Mr. Maninder Singh Juneja (DIN: 02680016) as a Nominee Director

Pursuant to Regulation 17 (1D) of the LODR Regulations, applicable with effect from April 1, 2024, the continuation of a director serving on the Board of Directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be:

Provided that the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024:

This requirement shall not be applicable to the following:

1. Whole-Time Director, Managing Director, Manager, Independent Directors
2. A Director retiring as per the sub-section (6) of section 152 of the Companies Act, 2013
3. Director appointed pursuant to the order of a Court or a Tribunal or to a nominee director of the Government on the board of a listed entity, other than a public sector company



4. Director nominated by a financial institution registered with or regulated by the Reserve Bank of India under a lending arrangement in its normal course of business. nominated by a Debenture Trustee registered with the Board under a subscription agreement for the debentures issued by the listed entity.

Accordingly, since True North Fund VI LLP is registered as Alternate Investment Fund (AIF) with SEBI which does not fall under the purview of exemptions. This requirement is applicable in the case of Mr. Maninder Singh Juneja who was nominated by True North Fund VI LLP as Nominee Director on the Board of the Company effective from December 20, 2018.

Mr. Maninder had completed a period of five years as Nominee Director on December 19, 2023. Therefore, his continuation as Nominee Director effective from December 20, 2023 will require the approval of the Shareholders.

Members may note that Mr. Maninder Singh Juneja, has played a pivotal role as the Board Member of Company.

Brief Profile of Mr. Maninder Singh Juneja:

Mr. Maninder Singh Juneja is a Non-Executive Nominee Director of our Company. Mr. Maninder joined True North in 2016 and is based out of the Mumbai office. His role involves building and managing businesses primarily in the financial services sector. With an MBA from the prestigious IIM Lucknow, he brings over 30 years of experience in the banking and financial services industry.

Prior to joining True North, Mr. Maninder held the position of Group Head for ICICI Bank's Retail Banking group. In this role, he oversaw various aspects such as strategy, products, small business loans, branch banking, and distribution channels. His expertise in these areas allowed him to make significant contributions to the growth and success of ICICI Bank.

Before joining the ICICI Bank, Mr. Maninder started his career in the Godrej group as a Branch Manager and moved on to Godrej GE Appliances and GE Transportation financial services.

Mr. Maninder had previously been associated with SRF Finance Limited as business manager of corporate finance, Whirlpool of India Limited as business manager, National Bulk Handling Corporation Private Limited as managing director and chief executive officer.

Educational Background:

- Post-Graduation Diploma in Management (PGDM): Indian Institute of Management Lucknow, 1991
- Bachelor's in civil engineering(BE) : Maharaja Sayaji Rao University of Baroda, 1987

In compliance with the Regulation 17 (1D) of the LODR Regulations, the approval of the members is sought for the continuation of Mr. Maninder as a Nominee Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Maninder, to whom the resolution



relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

Item no. 4 - Appointment of Mr. Harsh Dugar (DIN: 00832748) as a Nominee Director

Pursuant to Regulation 17(1C) of the LODR Regulations, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The appointment of Mr. Harsh Dugar as Nominee Director with effect from May 1, 2024 was made by the Board of Directors of the Company in their meeting held on April 25, 2024 based on the recommendation of the Nomination and Remuneration Committee. This appointment was made pursuant to the letter dated March 28, 2024 received from the Federal Bank Limited proposing the candidature of Mr. Harsh Dugar as Nominee Director in place of Mr. Ashutosh Khajuria whose term of office is coming to an end on April 30, 2024.

Brief profile of Mr. Harsh Dugar:

Since October, 2016, Mr. Harsh Dugar has been associated with The Federal Bank Limited as Group President & Country Head - Wholesale Banking (April, 2021 – June, 2023) and Country Head - Corporate Banking (October, 2016 – March, 2021).

Since June 23, 2023, Mr. Harsh is the Executive Director of the Federal Bank Limited. Mr. Harsh was handling the following functions during his various stints:

- Corporate Banking
- Commercial Banking
- Government Business
- CV & CE
- Micro Finance
- Agriculture & Rural Finance
- Gold Loans

Also involved in Investor Relation calls and Analysts meetings.

Mr. Harsh was Nominee Director on the Board of Equirus Capital (March, 2019 – August, 2023) Previously, Mr. Harsh was associated with HDFC Bank for 20 years and worked in various positions.

Educational Background:

Mr. Harsh is a qualified Cost Accountant and positioned all India 6th rank holder and also qualified ICFAI (Chartered Financial Analyst) and positioned all India 1st rank holder.

In compliance with the Regulation 17 (1C) of the LODR Regulations, the approval of the members is sought for



the appointment of Mr. Harsh as a Nominee Director of the Company, as a special resolution as set out above. No director, key managerial personnel (KMP) or their relatives except Mr. Harsh, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

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

S/d
(Rajaraman Sundaresan)
Company Secretary & Compliance Officer
Membership no. F3514

Date: April 25, 2024
Place: Mumbai

Annexure 1

Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standards on General Meeting (SS-2):

Sr. No	Particulars	Details	Details
1.	Name of the Director	Mr. Sunil Satyapal Gulati	Mr. Ramesh Sundararajan
2.	Designation	Mr. Sunil was appointed as an additional director on March 15, 2024. It is proposed to appoint Mr. Sunil as Independent Director for his first term on the Board	Mr. Ramesh was appointed as an additional director on March 15, 2024. It is proposed to appoint Mr. Ramesh as Independent Director for his first term on the Board
3.	Age	62 years	61 years
4.	DIN	00016990	10500779
5.	Qualifications	As per details provided in Explanatory Statement	As per details provided in Explanatory Statement
6.	Experience	As per details provided above in Explanatory Statement	As per details provided above in Explanatory Statement
7.	Terms and conditions of Appointment or re-appointment	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto.	As per the resolution in Item no.2 of this Notice read with the explanatory statement thereto.
8.	Details of remuneration sought to be paid	Entitled to sitting fee as fixed by the Board for attending meeting(s) of Board / Committee(s).	Entitled to sitting fee as fixed by the Board for attending meeting(s) of Board / Committee(s).
9.	Remuneration last drawn	Not applicable	Not applicable
10	Date of first appointment on the Board	Mr. Sunil was appointed as an additional director on March 15, 2024. It is proposed to appoint Mr. Sunil as Independent Director for his first term on the Board	Mr. Ramesh was appointed as an additional director on March 15, 2024. It is proposed to appoint Mr. Ramesh as Independent Director for his first term on the Board
11	Shareholding in the Company	Nil	Nil

	including beneficial ownership																		
12	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None																
13	The number of meetings of the Board attended during the financial year 2023-2024	Not Applicable	Not Applicable																
14	Listed entities from which the person has resigned in the past three years	Fincare Small Finance Bank Ltd	None																
15	Other Directorships, Membership/ Chairmanship of Committees of other Boards	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Companies / bodies corporate / firms / association of individual</th> <th>Nature of Interest or concern / change in interest or concern</th> <th>Committee Chairpersonship & Membership*</th> <th>Sr. No.</th> <th>Name of the Companies / bodies corporate / firms / association of individual</th> <th>Nature of Interest or concern / change in interest or concern</th> <th>Committee Chairpersonship & Membership*</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Samunna ti Financial Intermediation & Services Private Limited</td> <td>Independent Director</td> <td>Chairman in Audit Committee and Risk Management Committee. Member in Nomination & Remuneration Committee</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table>	Sr. No.	Name of the Companies / bodies corporate / firms / association of individual	Nature of Interest or concern / change in interest or concern	Committee Chairpersonship & Membership*	Sr. No.	Name of the Companies / bodies corporate / firms / association of individual	Nature of Interest or concern / change in interest or concern	Committee Chairpersonship & Membership*	1	Samunna ti Financial Intermediation & Services Private Limited	Independent Director	Chairman in Audit Committee and Risk Management Committee. Member in Nomination & Remuneration Committee	-	-	-	-	
		Sr. No.	Name of the Companies / bodies corporate / firms / association of individual	Nature of Interest or concern / change in interest or concern	Committee Chairpersonship & Membership*	Sr. No.	Name of the Companies / bodies corporate / firms / association of individual	Nature of Interest or concern / change in interest or concern	Committee Chairpersonship & Membership*										
1	Samunna ti Financial Intermediation & Services Private Limited	Independent Director	Chairman in Audit Committee and Risk Management Committee. Member in Nomination & Remuneration Committee	-	-	-	-												

		2	Kinara Capital Private Limited	Independent Director	Chairman in Audit Committee and Risk Management Committee. Member in Nomination & Remuneration Committee	
		3	Tapstart Capital Private Limited	Independent Director	Nil	
		4	SBI Mutual Fund Trustee Company Private Limited	Independent Director	Chairman in Risk Management Committee	
		5	Arthan Finance Private Limited	Independent Director	Nil	
		6	Merisis Advisors Private Limited	Non-Executive Director	Nil	
		7	Perfios Account Aggregation Services Private Limited	Independent Director	Chairman in Nomination & Remuneration Committee. Member in Audit Committee	
		8	Revgro Capital Private Limited	Independent Director	Nil	
		9	KMC Speciality Hospitals (India) Limited	Additional Director (in the capacity of	Chairman in Audit Committee and Nomination &	

			Independent Director)	Remuneration Committee. Member in Risk Management Committee	
		10	Sri Kauvery Medical Care (India) Limited	Additional Director (in the capacity of Independent Director)	Chairman in Audit Committee and Nomination & Remuneration Committee.
*for this purpose, Committee specified under the Act and SEBI LODR only are being considered.					
16.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per details provided in Explanatory Statement			As per details provided in Explanatory Statement

Sr. No	Particulars	Details	Details
1.	Name of the Director	Mr. Maninder Singh Juneja	Mr. Harsh Dugar
2.	Designation	Nominee Director	Nominee Director
3.	Age	58 years	51 years
4.	DIN	02680016	00832748
5.	Qualifications	As per details provided in Explanatory Statement	As per details provided in Explanatory Statement
6.	Experience	As per details provided above in Explanatory Statement	As per details provided above in Explanatory Statement
7.	Terms and conditions of Appointment or re-appointment	Non-Executive Nominee Director, not liable to retire by rotation.	Non-Executive Nominee Director, not liable to retire by rotation.
8.	Details of remuneration	Nil	Nil

	sought to be paid																		
9.	Remuneration last drawn	Not applicable	Not applicable																
10	Date of first appointment on the Board	December 20, 2018	May 1, 2024																
11	Shareholding in the Company including beneficial ownership	Nil	Nil																
12	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	There is no relationship with any other Director and Key Managerial Personnel of the Company.																
13	The number of meetings of the Board attended during the financial year 2023-2024	18 board meetings out of 18 board meetings held	Not Applicable																
14	Listed entities from which the person has resigned in the past three years	None	None																
15	Other Directorships, Membership/ Chairmanship of Committees of other Boards	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Companies / bodies corporate / firms / association of individual</th> <th>Nature of Interest or concern / change in interest or concern</th> <th>Committee Chairpersonship & Membership*</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Sr. No.	Name of the Companies / bodies corporate / firms / association of individual	Nature of Interest or concern / change in interest or concern	Committee Chairpersonship & Membership*					<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Companies / bodies corporate / firms / association of individual</th> <th>Nature of Interest or concern / change in interest or concern</th> <th>Committee Chairpersonship & Membership*</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Sr. No.	Name of the Companies / bodies corporate / firms / association of individual	Nature of Interest or concern / change in interest or concern	Committee Chairpersonship & Membership*				
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		1	Fincare Business Services Limited	Nominee Director	Member in Nomination & Remuneration Committee, Risk Management Committee and Corporate Social Responsibility (CSR) Committee	1	The Federal Bank Limited	Executive Director	Member in Stakeholders Relationship Committee & Corporate Social Responsibility (CSR) Committee
		2	Home First Finance Company India Limited	Nominee Director	Member in Audit Committee, and Stakeholders Relationship Committee. Chairman in Risk Management Committee				
		3	Indifi Technologies Private Limited	Director	Member in Audit Committee and Risk Management Committee				
		4	Niva Bupa Health Insurance Company Limited	Nominee Director and Nominee Shareholder	Member in Nomination & Remuneration Committee and Risk Management Committee				
		*for this purpose, Committee specified under the Act and SEBI LODR only are being considered.							