



Secretarial Department

May 08, 2026

National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol - FEDFINA

BSE Limited
Phiroze Jeejeebhoy Towers,
Floor 25, Dalal Street, Mumbai- 400 001
Scrip code: 544027

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 dated April 28, 2026 ('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 Notice:

Sr. no.	Particulars	Type of Resolution
1.	Approval for entering into Material Related Party Transaction(s) with Federal Bank Limited, the holding Company, for the Financial Year 2026-27	Ordinary Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India, this Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) and the Depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the Cut-off date i.e. Tuesday, May 05, 2026.

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, May 11, 2026 at 9:00 a.m. (IST) and will end on Tuesday, June 09, 2026 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**

Parthasarathy Iyengar
Company Secretary & Compliance Officer
Mem. No.: A21472

Encl.: a/a



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, from time to time.

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

Notice is hereby given that pursuant to the provisions of Sections 108 and 110, and all other applicable provisions, if any, of Companies Act, 2013 (the “**Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**'MCA Circular'**), Secretarial Standard on General Meetings (“**SS-2**”) (as amended) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Resolution set out below is proposed to be passed by the Members of Fedbank Financial Services Limited (the “**Company**”) by means of Postal Ballot, only by way of remote e-voting (“**e-voting**”) process.

Sr. No.	Particulars
1	Approval for entering into Material Related Party Transaction(s) with Federal Bank Limited, the holding Company, for the Financial Year 2026-27

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 SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circular, the manner of voting on the proposed Resolution 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) or failing him Mr. Tribhuwneshwar Kaushik, (CoP No. 16207), Practicing Company Secretaries, 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.

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, May 11, 2026
Conclusion of e-voting period	5.00 p.m. IST on Tuesday, June 09, 2026
Cut-off date for eligibility to vote	Tuesday, May 5, 2026

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Tuesday, June 09, 2026 and Members 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 proposed Resolution, if approved, by requisite majority of Members by means of Postal Ballot will be taken as having duly passed on the last date specified for e-voting i.e. Tuesday, June 09, 2026.

Place: Mumbai
Date: April 28, 2026

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

Parthasarathy Iyengar
Company Secretary & Compliance Officer
Membership no. A21472



SPECIAL BUSINESS

ITEM NO. 1

Approval for entering into Material Related Party Transaction(s) with Federal Bank Limited, the holding Company, for the Financial Year 2026-27

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, Regulations 2(1)(zc), 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and other applicable laws/ statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended, and based on the approval/ recommendation of the Audit Committee / Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include any Committee thereof or person(s) authorized by the Board), for entering into and / or continuing with arrangements / contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with the Federal Bank Limited (“Federal Bank”), the holding Company of Fedbank Financial Services Limited (“the Company” / “Fedfina”), being a related party of the Company, during FY 2026-27 and till one year from the effective date of passing of this resolution, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this Notice, notwithstanding the fact that all such transactions, whether individually and/or in the aggregate, may exceed materiality threshold as may be applicable under laws/ Regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company:

- i. To avail any loans or advances, credit facilities, or any other form of fund-based facilities, and/or guarantees, letters of credit, or any other form of non-fund-based facilities, sanctioned up to an amount and on such terms and conditions (including rate of interest, security, tenure etc.) as permissible under applicable laws and relevant policies of the Company;
- ii. Co-lending (CLM) limits for Loan-Against-Property (LAP) / Gold Loan;
- iii. To sell loans or loan pools by way of assignment / securitization of loans and servicing arrangements;
- iv. Issuance of debt securities viz. non-convertible debentures of the Company to the Federal Bank for which Federal Bank may act as an arranger/ syndicate banker, including investment by Federal Bank as permitted by applicable laws;
- v. To provide sales support services (including referral, sourcing and lead generation support services for banking and financial products) and collection services for fees;
- vi. Placing fixed deposits and receipt of interest on fixed deposits;
- vii. To make Brand royalty payment;
- viii. Any other transactions/arrangements as provided in the explanatory statement including those entered in the course of business of the Company including maintaining current accounts with Federal Bank and payment of service charges for banking transactions;



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

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

Place: Mumbai
Date: April 28, 2026

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

Parthasarathy Iyengar
Company Secretary & Compliance Officer
Membership no. A21472



Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rules made thereunder along with other details as required under the SEBI Listing Regulations, stating all material facts and the reason/ rationale for proposed Resolution is annexed herewith.
2. In accordance with the MCA Circular and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Tuesday, May 5, 2026 (the "**Cut-Off Date**") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants in accordance with the provisions of the Act read with the Rules framed thereunder and the framework provided under the MCA Circular. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a Member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circular, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.

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).

4. Members holding shares in physical mode are hereby notified that pursuant to SEBI's General Circular no. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail address by submitting the requisite Form ISR-1 along with the supporting documents with Registrar & Share Transfer Agent ('RTA') of the Company viz. MUFG Intime India Private Limited.
5. 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 May 5, 2026, being the Cut-off Date fixed for the purpose.
6. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate members may be appointed for the purpose of voting through remote e-voting. In view of the above, Body corporates/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representative(s) to cast their votes through remote e-voting.
7. In this regard, such shareholders are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to vote on their behalf through remote e-voting. The said resolution/ letter/ power of attorney shall be



sent through registered email ID to the Scrutinizer at dmassociatesllp@gmail.com with a copy marked to evoting@nsdl.com.

8. The Resolution, 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., Tuesday, June 09, 2026. 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.
9. The Notice is available on the Company's website at www.Fedfina.com and on the website of NSDL at www.evoting.nsdl.com and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com, in compliance with the MCA Circular.
10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company website www.fedfina.com, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
11. 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. Tuesday, June 09, 2026. Members may send their requests to secretarial@fedfina.com or to rnt.helpdesk@in.mpms.mufg.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period without any fee.
12. 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.
13. 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.



14. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufig.com.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular, the manner of voting on the proposed resolution 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) or failing him Mr. Tribhuwneshwar Kaushik, (CoP No. 16207), Practicing Company Secretaries, partners of DM & Associates Company Secretaries LLP as the scrutiner (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 (**FAVOUR**) 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, May 11, 2026
Conclusion of e-voting period	5.00 p.m. IST on Tuesday, June 09, 2026
Cut-off date for eligibility to vote	Tuesday, May 5, 2026

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Tuesday, June 09, 2026 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. Tuesday, June 09, 2026 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



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

The e-voting period begins on Monday, May 11, 2026 at 9.00 a.m. and ends on Tuesday, June 09, 2026 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. Tuesday, May 5, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-Off date, being Tuesday, May 5, 2026.

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

A) 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="548 1167 1440 1491">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. <li data-bbox="548 1522 1440 1837">2. 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

	<p>re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at: https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 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 held 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <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"> 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 use your existing my easi username & password. 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 e-voting 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. 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.



	<p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dmassociatesllp@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com



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

1. In case the shares are held in physical mode- please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@fedfina.com.
2. In case shares are held in demat mode- please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@fedfina.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93, dated June 26, 2025 with respect to revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("SEBI Circular on RPTs Industry Standards"), the following statement sets out the material facts relating to Agenda items, as set out in this Notice.

Item no. 1

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), mandates prior approval of Members of the Company for all material related party transactions and subsequent material modifications as defined by the Audit Committee even if such transactions are in the ordinary course of the business of the concerned Company and at an arm's length basis. Regulation 23 SEBI Listing Regulations inter alia provides that in case of omnibus approvals for material related party transactions, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall be for one year from the date of such approval.

In terms of SEBI Listing Regulations, where the consolidated turnover of the listed entity is upto Rs. 20,000 Crore, a transaction with a related party shall be considered as a material related party transaction, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The annual turnover of the Company for the financial year 2025-26 is Rs. 2,227 Crore.

The Members of the Company, through Postal Ballot Notice dated April 28, 2025 (approved on June 11, 2025), granted their approval for entering into material related party transactions with Federal Bank Limited ("Federal Bank"), holding company and a related party of the Company for FY 2025-26 which were in the ordinary course of business and on arm's length basis.

The Company is required to comply with Regulation 23 of the SEBI Listing Regulations with respect to material related party transactions proposed to be undertaken during the financial year 2026-27 and till one year from the effective date of this resolution.

Furthermore, in accordance with the SEBI Master Circular dated July 11, 2023 (as updated on January 30, 2026) read with SEBI Circular dated June 26, 2025 on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a related party transaction" effective September 1, 2025, the Management has structured the proposal to include all General Information and Specific Transaction Information disclosures.



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

Most of the transactions undertaken by the Company with Federal Bank are in its capacity as a Scheduled Commercial Bank. However, as Federal Bank qualifies as a related party, the Company is placing the said transactions before the Shareholders for their approval.

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

Funded and non-funded facilities and issuance of debt securities -:

- (a) **Funded and non-funded facilities:** The Company borrows money from various banks to meet the funding requirements of the Company and/or for general corporate purpose. Funded and non-funded facilities are availed by the Company in ordinary course of business from various banks on the basis of sanctioned amount and agreement entered with various banks, including Federal Bank in accordance with the policies of the Company uniformly applicable for all borrowing done by the Company. Type of facility, terms, end-use and tenure of the transaction, in each case, depends on the funding requirements of the Company and the prevailing market rates. The facilities are availed by the Company on the basis of competitive rates received for similar type of loans from other banks at that point in time. The interest payment and fee payment are consequential to the transactions originating out of principal transactions in the form of loan, guarantees, cash credit etc. Therefore, the quantum of such consequential transactions depends on the value of the principal transaction. Federal Bank is one of the large lenders in India and it is in the interest of the Company to have Federal Bank as one of the lenders to ensure high availability of resources. The transactions are undertaken to meet the funding requirements of the Company in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business on an arm’s length basis and therefore, in the interest of the Company.

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



The value of transactions, for (a) and (b) above, proposed in financial year 2026-27 would be up to Rs. 1,500 Crores i.e. approx. 67.36% of annual turnover of the Company for the financial year 2025-26. The interest and processing fees on these transactions shall not exceed Rs. 150 Crore i.e. approx. 6.74% and Rs. 40 Crore i.e. approx. 1.80% respectively of annual turnover of the Company for the financial year 2025-26.

The transactions are undertaken to meet the funding requirements of the Company in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business on an arm's length basis and therefore, in the interest of the Company.

Assignment of Loan/ Securitization

The Company may undertake to securitize, assign assets including receivables / book debts of the Company in favour of banks / financial institutions, other investing agencies and trustees for the holders of the debentures/ bonds/pass through certificates/ security receipts and other instruments in accordance with RBI regulations and policies of the Company. The Company may undertake securitization / loan assignment transactions and other transactions with Federal Bank. Federal Bank is one of the large Banks in India and exposure to Federal Bank along with other lenders provides additional leverage to the Company to borrow from multiple sources. The Company may create fixed deposits with Federal Bank for the purpose of securitization transaction at the reckoner rates published by the Federal Bank. The value of transactions proposed in the financial year 2026-27 would be up to Rs. 1000 Crores i.e. approx. 44.90% of annual turnover of the Company for the financial year 2025-26. The Company benefits from the securitization / loan assignment transactions by raising funds at very competitive rates and is therefore, in the interest of the Company.

The transactions are undertaken in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business on an arm's length basis and therefore, in the interest of the Company.

Placing Fixed Deposits and receipt of interest on Fixed Deposits

The Company invests excess funds in fixed deposits as a liquidity management tool with various banks including Federal Bank. The fixed deposits are created as per the reckoner rates published by the Federal Bank. Since, the Company places the excess funds for short term and long term benefit at the best rates available, this transaction is in the interest of the Company. The value of transactions proposed in financial year 2026-27 would be up to Rs. 200 Crore i.e. approx. 8.98% of annual turnover of the Company for the financial year 2025-26. The interest on such fixed deposits shall not exceed Rs. 25 Crores i.e. approx. 1.12% of annual turnover of the Company for the financial year 2025-26.

The transactions are undertaken in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business on an arm's length basis and therefore, in the interest of the Company.



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

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

The transactions are undertaken in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business on an arm's length basis and therefore, in the interest of the Company.

Hedging limit

The Company borrows money from various banks to meet the funding requirements of the Company and/or for general corporate purpose. To diversify Company's funding sources and take advantage of interest arbitrage opportunities between foreign currency and local currency borrowings, the Company avails External Commercial Borrowing from various banks. To protect / hedge against volatility in foreign currency and external benchmark interest rates, the Company enters into appropriate derivative contracts from various banks. Type of derivative contract, its terms, tenure, in each case, depends on the respective underlying External Commercial Borrowing as availed at the prevailing market rates. The Company may enter into such derivative contracts with Federal Bank on the basis of competitive rates received for similar type of derivative contracts from other banks at that point in time. Therefore, the quantum of such consequential transactions depends on various factors, however the net settlement of such derivative contracts will largely hedge the volatility in interest and principal payments of the underlying External Commercial Borrowing. Such transactions are undertaken to meet the hedging requirements of the Company in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business and therefore, in the interest of the Company. The value of transactions proposed in the financial year 2026-27 would be up to Rs. 500 Crore i.e. approx. 22.45% of annual turnover of the Company for the financial year 2025-26.

The transactions are undertaken in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business on an arm's length basis and therefore, in the interest of the Company.

Syndication Fee

The Company engages Federal Bank for providing syndication and related financing services in connection with its External Commercial Borrowings (ECBs), domestic borrowings, and Tier II capital raises. In this regard, the Company proposes to pay syndication fees of up to Rs. 15 Crore i.e. approx. 0.67% of annual



turnover of the Company for the financial year 2025-26. These transactions form part of the Company's regular financing activities and are undertaken in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business on an arm's length basis, with fees determined at rates comparable to those for similar syndication transactions.

CLM limits for LAP/Gold

The Company seeks approval for the value of transactions proposed to be undertaken during the financial year 2026-27, aggregating up to Rs. 1,000 Crore, representing approximately 44.90% of the annual turnover of the Company for the financial year 2025-26, under co-lending arrangements for Loans Against Property (LAP) and Gold loans. The proposed transactions shall be carried out at rates comparable to those applicable to the Company's other co-lending partners. These limits are considered necessary to meet business requirements and support the Company's growth objectives.

The transactions are undertaken in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business on an arm's length basis and therefore, in the interest of the Company.

Fee income for referring /lead generation for bank products

The Company seeks approval for value of transactions proposed in the financial year 2026-27 would be up to Rs. 25 Crores i.e. approx. 1.12% of annual turnover of the Company for the financial year 2025-26 relating to referral and lead generation services for bank products.

The transactions are undertaken in accordance with the policies and procedures of the Company and are undertaken in the ordinary course of business on an arm's length basis and therefore, in the interest of the Company.

Other transactions

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

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

In the financial year 2026-27, the aforementioned transactions, individually or in aggregate may cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all these arrangements / contracts / agreements / transactions



to be undertaken (whether individual transaction or transactions taken together or series of transactions or otherwise) with Federal Bank, being the holding company and a related party of the Company, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise, in the financial year 2026-27. Individually, brand royalty fee not exceeding Rs. 4 Crore i.e. ~0.18% of annual turnover of the Company for the financial year 2025-26. The royalty is determined based on brand usage value and comparable industry practices and the methodology is consistent with last two years.

All the above transactions are in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee of the Company (comprising of all Independent Directors) on March 31, 2026 on the basis of relevant details provided by the Management in line with the requirements under SEBI Circular on RPTs Industry Standards, have reviewed and accorded their consent for entering into and/or carrying out and/or continuing with existing contracts / arrangements / transactions or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise [whether individually or series of transaction(s) taken together or otherwise] with Federal Bank, in the ordinary course of business and at arm's length basis for the aforesaid periods, subject to the approval of the Members of the Company.

Further, the Board at its Meeting held on April 28, 2026, subject to the approval of the Members, has approved the Material related party transactions proposed to be undertaken during financial year 2026-27 with the Federal Bank Limited and which shall be valid for a period of one year from the date of passing of this resolution.

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

Mr. K.V.S Manian, Non-Executive Nominee Director, Mr. Harsh Dugar, Non-Executive Nominee Director of the Company, are also the Director(s) of Federal Bank, and hence they and their relatives may be deemed to be concerned or interested in this Resolution.

None of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1 of this Notice except to the extent of their employment/ nomination/ shareholding in the Company and in the entity mentioned above.

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



The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 (as updated on January 30, 2026) and SEBI Circular on RPTs Industry Standards are as follows:

- (a) **Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable:** Refer below table titled as “Annexure – A”.
- (b) **Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT:** Refer below table titled as “Annexure – A”.
- (c) **Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards:** All relevant information pertaining to the proposed Related Party Transactions (RPTs) were placed before the Audit Committee as prescribed in SEBI Circular on RPTs Industry Standards. Furthermore, the Company has obtained Certificate from the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as required under the said SEBI Circular, confirming that the proposed transactions are in the best interest of the Company, which was also placed before the Audit Committee while taking their approval.
- (d) **Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval:** The proposed material RPTs has been approved by the Audit Committee and the Board recommend the proposed transaction(s) to the Shareholders for approval.
- (e) **Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** The transactions at present do not contemplate any valuation. Valuation Report shall be obtained, if required.
- (f) **The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making:** Not Applicable
- (g) **Any other information that may be relevant:** All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.

Annexure-A

Part A			
A (1) Basic details of the related party			
	S. No.	Particulars of the information	Information provided by the management
	1	Name of the related party	Federal Bank Limited
	2	Country of incorporation of the related party	India
	3	Nature of business of the related party	Banking Services
A(2) Relationship and ownership of the related party			
	S. No.	Particulars of the information	Information provided by the management
	1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company is a listed subsidiary of the related party which is also a listed company.
		<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	Nil holding in related party
		<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Not Applicable
		<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	60.79% held by Federal Bank Limited in the Company as on Mar 31, 2026

A(3) Details of previous transactions with the related party			
	S. No.	Particulars of the information	Information provided by the management
	1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Refer Annexure 1
		a. Nature of transactions	
		b. FY 2025-26	
		Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	
	2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Refer Annexure 1
	3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable
A(4) Amount of the proposed transactions(s)			
	S. No.	Particulars of the information	Information provided by the management
	1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	(i) Funded and non-funded facilities and issuance of debt securities: Rs. 1,500 Crore (ii) Assignment of Loan/ Securitization: Rs. 1,000 Crore; (iii) Placing Fixed Deposits and receipt of interest on Fixed Deposits: Fixed Deposit placement upto Rs. 200 Crore and interest income on such fixed deposits is expected to be upto Rs. 25 Crore; (iv) Maintaining Current Accounts with Federal Bank and payment of service charges for banking transactions: The Company maintains current account with various banks including Federal Bank for regular business activities of the Company. As such current accounts are maintained by the

		<p>Company for various regular business activities of the Company such as disbursements, collection, repayment of loans, interest, salary, vendor payments, etc. The value of the transaction may exceed the materiality threshold limits as per SEBI Listing Regulations. Banking charges are levied by Federal Bank in relation to the account maintained and banking services availed, basis standard terms and conditions as offered by Federal Bank to its customers; (v) Hedging limit: Rs. 500 Crore; (vi) Syndication Fee: 15 Crore; (vii) CLM limits for LAP/Gold: 1000 Crore; (viii) Fee income for referring / lead generation for bank products: 25 Crore; (ix) Other transactions: Actual value of the transactions will depend upon the business requirements. Individually, brand royalty fee not exceeding Rs. 4 Crore.</p> <p>Material terms and particulars are detailed above in the Explanatory Statement.</p>
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Since the related party is a Scheduled Commercial Bank, the percentage of borrowings/deposits to the turnover is not a comparable metric. The computed value comes to approximately 200.22% considering fresh borrowing, repayments/ redemptions and time and demand deposits placed with the bank
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable

	5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Since the related party is a Scheduled Commercial Bank, the percentage of borrowings/deposits to the turnover is not a comparable metric. The computed value comes to approximately 13.88%.
	6	Financial performance of the related party for the immediately preceding financial year:	
		1. Turnover	Rs. 32,136 Crore
		2. Profit After Tax	Rs. 4,117 Crore
		3. Net worth	Rs. 38,705 Crore
		Explanations: <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	
A(5)	Basic details of the proposed transaction		
	S. No.	Particulars of the information	Information provided by the management
	1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ul style="list-style-type: none"> i. Funded and non-funded facilities and issuance of debt securities ii. Assignment of Loan/ Securitization iii. Placing Fixed Deposits and receipt of interest on Fixed Deposits iv. Maintaining Current Accounts with Federal Bank and payment of service charges for banking transactions v. Hedging limit vi. Syndication Fee vii. CLM limits for LAP/Gold viii. Fee income for referring /lead generation for bank products ix. Other transactions <p>Material terms and particulars are detailed above in the Explanatory Statement.</p>
	2	Details of each type of the proposed transaction	Details are mentioned in the Explanatory Statement for the list of proposed Related Party Transactions for which the approval is being sought

3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>i. Funded and non-funded facilities and issuance of debt securities: As per terms of borrowing arrangement expecting to repayable upto 10 years (Processing fees only one time)</p> <p>ii. Assignment of Loan/ Securitization: As per the remaining tenure of underlying loan asset pool being assigned /securitized</p> <p>iii. Placing Fixed Deposits and receipt of interest on Fixed Deposits: As per the liquidity position, expected to be placed for a tenure upto 2 years.</p> <p>iv. Maintaining Current Accounts with Federal Bank and payment of service charges for banking transactions: In addition to other banks, the Company also maintains current account balances with Federal Bank at ongoing basis for business operations.</p> <p>v. Hedging limit: The Company may enter into derivative contract with Federal Bank, being counterparty bank. The terms and conditions of the derivative contracts are similar to the underlying transaction being hedged.</p> <p>vi. Syndication Fee: For the Financial year 2026-27</p> <p>vii. CLM limits for LAP/Gold: For the Financial year 2026-27</p> <p>viii. Fee income for referring /lead generation for bank products: For the Financial year 2026-27</p> <p>ix. Other transactions: For the Financial year 2026-27</p> <p>Material terms and particulars are detailed above in the Explanatory Statement.</p>
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year.	Rs. 4,459 Crore (including borrowings, repayments / redemptions and placement of time and demand deposits with bank)

	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	No
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Most of the transactions undertaken by the Company with Federal Bank are in its capacity as a Scheduled Commercial Bank. However, as Federal Bank qualifies as a related party, the Company is placing the said transactions before the Shareholders for their approval. The related party transactions entered by the Company with Federal Bank Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that such transactions with Federal Bank Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest. It is ensured that the transactions undertaken are in the best interest of the Company while leveraging the benefits of being a subsidiary of one of the large lenders in India.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	None except Nominee Directors of Federal Bank Limited
	a. Name of the director / KMP	Mr. K V S Manian and Mr. Harsh Dugar
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9	Other information relevant for decision making.	Not applicable

PART B		
B(1):	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	Arm's length (comparable with prices for similar transactions charged by other like banks)
3	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
B(5)	Disclosure <i>only</i> in case of transactions relating to borrowings by the listed entity or its subsidiary	
S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	The commercials of the transaction are determined on a transaction-to-transaction basis. However, as per the last sanction, the following material covenants and commercials were agreed upon. The same is provided hereunder for reference: Threshold GNPA not to exceed 5.00%; NNPA not to exceed 4%; CRAR minimum of 16% throughout tenure of our loan

	2	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	The rate will be linked to the external benchmarks and will be comparable to our cost of borrowings from like banks
	3	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	The rate will be linked to the external benchmarks and will be comparable to our cost of borrowings from like banks
	4	Maturity / due date	Up to and including five (5) years
	5	Repayment schedule & terms	The repayment schedule and other commercial terms, including the instalment structure and interest servicing, shall be finalised on a transaction-by-transaction basis on mutually agreed terms between the lender and the borrower, consistent with the Company's approach for comparable transactions with unrelated parties in the ordinary course of business and on an arm's length basis.
	6	Whether secured or unsecured	Secured
	7	If secured, the nature of security & security coverage ratio	Term Loan: Pari-passu first charge on loan receivables with security cover between 1.10x - 1.15x
	8	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Onward Lending
B(7)	Disclosure <i>only</i> in case of transactions relating to payment of royalty		
	S. No.	Particulars of the information	Information provided by the management
	1	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	Brand Usage
		a. For use of brand name / trademark	100%
		b. For transfer of technology know-how	Not Applicable
		c. For professional fee, corporate management fee or any other fee	Not Applicable
		d. <i>Any other use (specify)</i>	Not Applicable
	2	(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.	Yes
		(b) If No, furnish information below.	Not Applicable

	<p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p>	Not Applicable
	· Minimum rate of royalty charged along with corresponding absolute amount	
	· Maximum rate of royalty charged along with corresponding absolute amount	Not Applicable
	<i>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</i>	
3	Sunset Clause for Royalty payment, if any.	Not Applicable
PART C		
C(4)	Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary	
	S. No.	Particulars of the information
	1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i>
		Information provided by the management
		Not applicable being a listed NBFC
	a. Before transaction	
	b. After transaction	
	2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i>
		Information provided by the management
		Not applicable being a listed NBFC
	a. Before transaction	
	b. After transaction	

C(6) Disclosure only in case of transactions relating to payment of royalty			
S. No.	Particulars of the information	Information provided by the management	
1	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years		
	<i>FY 2025-2026</i>	Rs. 3.21 crores	
	<i>FY 2024-2025</i>	Rs. 2.44 crores	
	<i>FY 2023-2024</i>	Nil	
2	Purpose for which royalty was paid to the related party during the last three financial years.	Brand Usage	
	a. For use of brand name /trademark	100%	
	b. For transfer of technology know-how	Nil	
	c. For professional fee, corporate management fee or any other fee	Nil	
	d. <i>Any other use (specify)</i>	Nil	
3	Royalty paid in last 3 FYs as % of Net Profits of previous FYs		
	<i>FY 2025-2026</i>	0.70% of Net Profit before Tax	
	<i>FY 2024-2025</i>	0.80% of Net Profit before Tax	
	<i>FY 2023-2024</i>	Nil	
4	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	<p>Brand Usage Fee, Turnover and Net Profit after Tax has increased by 31.85%, 7.06% and 52.59% respectively in FY 2025-26 compared to previous year.</p> <p>Brand Usage Fee has been paid for the first time in FY 2024-25 and hence comparative change vis-à-vis previous year is not applicable.</p>	
5	<p>Peer Comparison:</p> <p>Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:</p>	<p>Since the Company has initiated brand usage fee expense in FY 2024-25, 3 years data is unavailable for peer comparison.</p> <p>HDB Financial Services Limited is a listed peer entity which pays license fee amount equivalent to 0.4% of the revenue from operation, net of finance cost related to the lending business.</p> <p>The Company pays license fee amount equivalent to 0.3% of interest income, net of finance expense.</p>	

		FY 2024-25	FY 2025-26
Related Party	Nature of Transaction	Amount (In Crores)	Amount (In Crores)
Federal Bank Limited	(i) Income		
	Recovery of expenses with markup incurred on behalf of Bank for sourcing distribution verticals products	33.07	3.16
	PTC service fees	0.30	0.25
	Interest received on fixed deposits	-	0.03
	Total	33.37	3.44
	(ii) Expenses incurred/paid		
	Interest paid on the Cash Credit / WCDL / Term Loan facility provided by Federal Bank	84.82	78.12
	Processing Fees	1.43	1.11
	Interest paid/accrued on the NCD facility provided by Federal Bank	23.20	23.24
	Service charge for CSGL Transactions	0.00	-
	Brand usage charges	2.44	3.21
	Bank Charges	-	0.43
		111.89	109.55
	(iii) Borrowing taken/Repaid		
	Term Loan repaid to Federal Bank	255.78	264.86
	Term Loan availed from Federal Bank	550.00	300.00
	Net Cash Credit / WDCL repaid to Federal Bank	-	-
		805.78	564.86
	Total	951.03	674.41

Place: Mumbai

Date: April 28, 2026

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

Parthasarathy Iyengar
Company Secretary & Compliance Officer
Membership no. A21472