

Appendix-IV**Form MGT- 9**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Extract of the Annual Return as on the financial year ended on March 31, 2020:**I. REGISTRATION AND OTHER DETAILS:**

CIN	U65910KL1995PLC008910
Registration Date	17.04.1995
Name of the Company	FEDBANK FINANCIAL SERVICES LIMITED
Category / Sub-Category of the Company	Public Company, Limited by Shares, Non-govt Company, NBFC
Address of the Registered Office, Corporates office and contact details	<p>Registered Office: Federal Towers, Alwaye, Ernakulam, Kerala-683101, Tel: 0484 2634411.</p> <p>Corporate office: Kanakia Wall Street, A-Wing, 5th Floor, Unit No.501/502/511/512 Andheri – Kurla Road, Chakala, Andheri East, Mumbai, Maharashtra – 400093</p> <p>Contact Details : Tel: 022 6852 0601, Email ID: secretarial@fedfina.com Website: www.fedfina.com</p>
Whether listed company	No
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Link Intime India Pvt. Limited C-13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup West, Mumbai-400078 Tel No.: 022-2496 3838

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / Services	NIC Code of the Product/ service	% to total turnover of the company
1	Non-Banking Financial Services (Lending)	649	90.61%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	THE FEDERAL BANK LTD Federal Towers, PB No: 103, Aluva, Ernakulam, Kerala- 683101	L65191KL1931PLC000368	Holding	74%	Section 2(46) of Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
1) Indian									
a) Individual / HUF	405	-	405	0.001	405	-	405	0.001	Nil
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	189,999,595	-	189,999,595	82.59	202,332,929	-	202,332,929	74.00	8.59
f) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (1) :-	190,000,000	-	190,000,000	82.59	202,333,334	-	202,333,334	74.00	8.59
2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2) :-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	190,000,000	-	190,000,000	82.59	202,333,334	-	202,333,334	74.00	8.59
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1) :-	-	-	-	-	-	-	-	-	-
2) Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individuals shareholders holding nominal share capital upto Rs.1 lakh	-	-	-	-	-	-	-	-	-
ii) Individuals shareholders holding nominal share capital in excess of Rs.1 lakh	-	-	-	-	-	-	-	-	-
c) Others (True North Fund VI LLP)	40,042,500	-	40,042,500	17.41	71,090,091	-	71,090,091	26.00	8.59
Trusts	-	-	-	-	-	-	-	-	-
Custodians / Clearing member NRIs	-	-	-	-	-	-	-	-	-
Sub-total(B)(2) :-	40,042,500	-	40,042,500	17.41	71,090,091	-	71,090,091	26.00	8.59
Total Public Shareholding (B)=(B)(1)+(B)(2)	40,042,500	-	40,042,500	17.41	71,090,091	-	71,090,091	26.00	8.59
C. Shares held by Custodian for GDRs & ADRs	0	-	0	0	0	-	0	0	-
Grand Total (A+B+C)	230,042,500	-	230,042,500	100	273,423,425	-	273,423,425	100	

(ii) Shareholding of Promoters:

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April 2019)			Shareholding at the end of the year (As on 31st March 2020)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	The Federal Bank Ltd	189999595	99.99	Nil	202332929	74.00	Nil	26.00
2	Mr. Shyam Srinivasan*	200	0.00	Nil	200	0.00	Nil	Nil
3	Mr. Ashutosh Khajuria*	1	0.00	Nil	1	0.00	Nil	Nil
5	Mr. Girish Kumar Ganapathy*	1	0.00	Nil	0	0.00	Nil	0
6	Mr. Ganesh Sankaran*	100	0.00	Nil	0	0.00	Nil	0
7	Mrs. Shalini Warriar*	100	0.00	Nil	100	0.00	Nil	Nil
8	Mr. Sumit Kakkar*	1	0.00	Nil	1	0.00	Nil	Nil
9	Mr. Baby K P*	1	0.00	Nil	1	0.00	Nil	Nil
10	Mr. Samir Pravinbhai Rajdev*	0	0.00	Nil	1	0.00	Nil	0
11	Mr. Lakshmanan V *	0	0.00	Nil	100	0.00	Nil	0
12	Mr. Ajith Kumar K K*	1	0.00	Nil	1	0.00	Nil	Nil
	Total	190000000	100		202333334	74.00		26.00

* jointly with the Federal Bank Ltd

(iii) Change in Promoters' Shareholding:

Sl. No.	Name of Shareholder's	Shareholding at the beginning of the year (01/04/2019)		Change during the year		Cumulative Shareholding during the year (01/04/2019 to 31/03/2020)	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Girish Kumar Ganapathy*						
	Opening Balance as on 01/04/2019	1	0.00				
	Share Transfer on 19/03/2020			-1	0.00		
	Closing Balance as on 31/03/2020					0	0.00
2	Mr. Samir Pravinbhai Rajdev*						
	Opening Balance as on 01/04/2019	1	0.00				
	Share Transfer on 19/03/2020			1	0.00		
	Closing Balance as on 31/03/2020					1	0.00
3	Mr. Ganesh Sankaran*						
	Opening Balance as on 01/04/2019	100	0.00				
	Share Transfer on 19/03/2020			100	0.00		
	Closing Balance as on 31/03/2020					100	0.00
4	Mr. Lakshmanan V *						
	Opening Balance as on 01/04/2019	100	0.00				
	Share Transfer on 19/03/2020			100	0.00		
	Closing Balance as on 31/03/2020					100	0.00

* jointly with the Federal Bank Ltd

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sl. No.	Name	Shareholding at the beginning of the year (01/04/2019)		Cumulative Shareholding during the year (01/04/2019 to 31/03/2020)	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	True North Fund VI LLP				
	Opening Balance as on 01/04/2019	40042500	17.41		
	Shares issued on 27/09/2019			26714257	
	Shares issued on 30/03/2020			4333334	
	Closing Balance as on 31/03/2020			71090091	26.00

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year (01/04/2019)		Cumulative Shareholding during the year (01/04/2019 to 31/03/2020)		
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	Mr. Shyam Srinivasan (DIN: 02274773)*					
	Opening Balance as on 01/04/2019	200	0.00			
	Closing Balance as on 31/03/2020			200	0.00	
2	Mr. Sumit Kakkar (DIN: 8387675)*					
	Opening Balance as on 01/04/2019	1	0.00			
	Closing Balance as on 31/03/2020			1	0.00	
3	Mr. Ashutosh Khajuria (DIN: 05154975)*					
	Opening Balance as on 01/04/2019	1	0.00			
	Closing Balance as on 31/03/2020			1	0.00	
	* jointly with the Federal Bank Ltd; Further Mr. Sumit Kakkar resigned as the Nominee Director of the Company w.e.f. 13/03/2020					

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment as on March 31,2020:

(INR in Crore)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1378.72	221.68	-	1600.40
ii) Interest due but not paid	0.00	0.00	-	0.00
iii) Interest accrued but not due	1.43	0.01	-	1.44
Total (i+ii+iii)	1380.15	221.69	-	1601.84
Change in Indebtedness during the financial year				
• Addition	12793.79	685.10	-	13478.89
• Reduction	11135.73	710.00	-	11845.73
Net Change	1658.06	-24.90	-	1633.16
Indebtedness at the end of the financial year				
i) Principal Amount	3036.78	196.79	-	3233.56
ii) Interest due but not paid	0.00	0.00	-	0.00
iii) Interest accrued but not due	5.99	0.38	-	6.36
Total (i+ii+iii)	3042.76	197.16	-	3239.93

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sl. No.	Particulars of Remuneration	Mr. Anil Kothuri, Managing Director	Total Amount (INR in Lakhs)
1	Gross Salary		
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	200.09	200.09
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0.00
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0	0.00
4	Commission	0	0.00
	: as % of profit	0	0.00
	: others, specify.....	0	0.00
5	Others, please specify	0	0.00
	Total(A)	200.09	200.09
	Ceiling as per the Act	11% of the Net Profit computed as per Section 198 of the Act	

*During FY 2019-20, 1,351,351 stock options was granted at Rs. 42.11 per stock to Mr. Anil Kothuri, but the same are not vested by him during the year

B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Mrs. Gauri Shah	Mr. Dilip Sadarangani	Mr. Balakrishnan Krishnamurthy	Total Amount (INR in Lakhs)
1	Independent Directors				
	• Sitting Fees for attending board / committee meetings	7.80	3.10	5.00	15.90
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total(1)	7.80	3.10	5.00	15.90
2	Other Non-Executive Directors				
	• Sitting Fees for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total(2)	-	-	-	-
	Total(B)=(1+2)	7.80	3.10	5.00	15.90
	Total Managerial Remuneration	It should be noticed that except sitting fees, no other remuneration is paid to any director.			
	Overall sitting fees Ceiling as per the Act	INR 1 lakh per meeting			

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD:

Sl. No.	Particulars of Remuneration	Mr. Sudeep Agrawal, Chief Financial Officer	Mr. Ankit Kawa, Company Secretary	Total Amount (INR in Lakhs)
1	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	42.70 0.00 0.00	16.23 0.00 0.00	58.93 0.00 0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission : as % of profit : others, specify.....	0.00 0.00 0.00	0.00 0.00 0.00	0.00 0.00 0.00
5	Others, please specify	0.00	0.00	0.00
	Total	42.70	16.23	58.93

*During FY 2019-20, 1,00,000 stock options was granted at Rs. 30 per stock to Mr. Sudeep Agrawal, but the same are not vested by him during the year

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any
A. COMPANY			
Penalty Punishment Compounding		Nil	
B. DIRECTORS			
Penalty Punishment Compounding		Nil	
C. OTHER OFFICERS IN DEFAULT			
Penalty Punishment Compounding		Nil	

For and on behalf of the Board of Directors of
Fedbank Financial Services Limited

Date: 29th June, 2020
Place: Mumbai

SD/-
Balakrishnan Krishnamurthy
Chairman
DIN: 00034031