

**Registered Office: 22<sup>nd</sup> Floor, "A" Wing, Marathon Futurex, N. M. Joshi Marg,  
Lower Parel – East, Mumbai – 400013, Maharashtra, India.  
Corporate Identity Number - U66010MH2007PLC167164: IRDAI Regn. No. 135  
Website: [www.ageasfederal.com](http://www.ageasfederal.com)**

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### **NOTICE OF THE 17<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Seventeenth Annual General Meeting of Ageas Federal Life Insurance Company Limited will be held on June 07, 2024, Friday at 04:00 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") as per applicable provisions of the Companies Act, 2013. The meeting shall be organized and hosted from Mumbai head office located at 22<sup>nd</sup> Floor, "A" Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel – East, Mumbai – 400013 to transact with or without modification(s), as may be permissible, the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended on March 31, 2024 including Revenue Account, the Profit and Loss Account, Receipts and Payment Accounts (Cash flow statement) and the Balance Sheet together with the reports of the Board of Directors' and of the Joint Statutory Auditors thereon.
2. To declare dividend on equity shares.  
To approve and declare final dividend @ 10.7% on equity shares for the financial year ended March 31, 2024 as recommended by the Board of Directors of the Company.
3. To appoint a Director in place of Ms. Shalini Warriar (Director Identification Number: 08257526), Director of the Company who retires by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

4. **Approval for regularisation of appointment of Ms. Gilke Eeckhoudt as a Non-Executive Director of the Company.**

To consider regularisation of appointment of Additional Director Ms. Gilke Eeckhoudt as Non-Executive Director and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee Ms. Gilke Eeckhoudt (Director Identification Number: 10205923), who was

appointed as an Additional Non-Executive Director by the Board of Directors of the Company w.e.f. October 27, 2023 and who holds office upto the date of the ensuing Annual General Meeting of the Company to be held in the year 2024, and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying intention to propose Ms. Gilke Eeckhoudt a candidate for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) and / or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**5. Approval for re-appointment of Mr. Sudhin Roy Chowdhury as an Independent Director of the Company for second term.**

To consider re-appointment of Mr. Sudhin Roy Chowdhury as an Independent Director of the Company and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sudhin Roy Chowdhury (Director Identification Number: 00075114), an Independent Director of the Company whose period of office is liable to expire in this Annual General Meeting and who has submitted a declaration confirming he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, Rules made thereunder and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying intention to propose Mr. Sudhin Roy Chowdhury, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term till the conclusion of Annual General meeting to be held in the calendar year 2026 or the last date on which the Annual General Meeting should have been held in the calendar year 2026, whichever is earlier.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) and/or the Company Secretary of the Company, be and is / are hereby authorised to do

all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**NOTES:**

- 1) The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed herewith.
- 2) The Ministry of Corporate Affairs (“MCA”) has vide it’s circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, January 13, 2021, December 14, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the “AGM” through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 3) Corporate Shareholders (i.e. other than individuals) are required to send a scanned certified true copy (PDF/ JPG format) of its Board or governing body Resolution/ Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf, by e-mail through its registered e-mail address to [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/or [Rajesh.Ajgaonkar@ageasfederal.com](mailto:Rajesh.Ajgaonkar@ageasfederal.com)
- 4) In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or NSDL (“Depositories”). Members may note that the Notice and Annual Report will also be available on the Company’s website [www.ageasfederal.com](http://www.ageasfederal.com). The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note.
- 5) Members attending the AGM through VC / OAVM shall be counted for reckoning the quorum under Section 103 of the Act.
- 6) The record date will be June 07, 2024 (i.e., date of the Annual General Meeting of the Company) for the purpose of payment of the final dividend for the financial year ended on March 31, 2024.

The final dividend for the financial year ended on March 31, 2024 at the rate of Rupee 1.07/- per equity share of face value of Rs. 10 each paid up, as recommended by the Board of Directors, if approved at this General Meeting, will be paid to those Members who hold equity shares of the Company as on record date.

- 7) Payment of Dividend shall be made through ECS/ Banking Channel:

Members holding shares in demat are advised to inform and update the particulars of their bank account to their respective Depository participants.

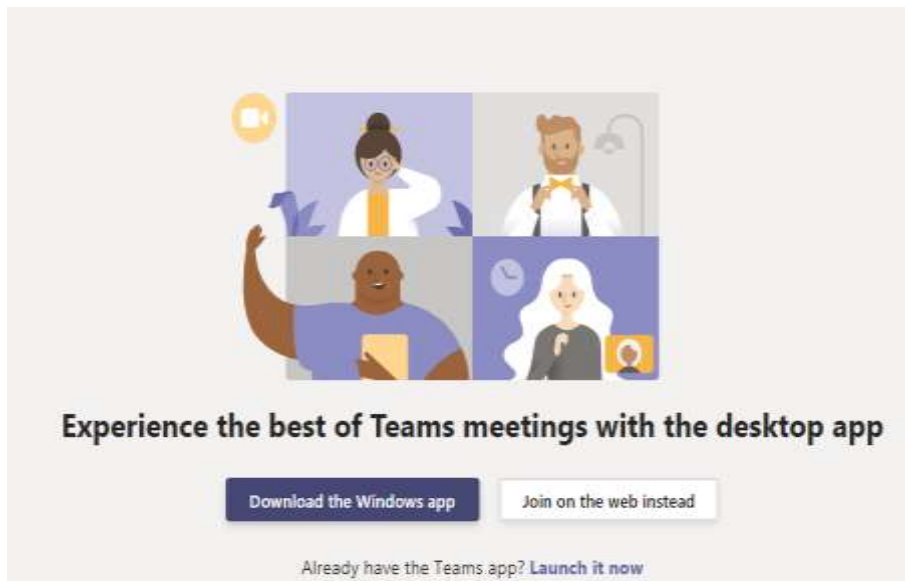
- 8) Members may note that the dividend is subject to applicable provisions of the Income Tax Act, 1961 and Rules framed thereunder.
- 9) Item No. 3 of the Notice: Pursuant to the provisions of Section 152 of The Companies Act, 2013 which prescribes that Non-Independent Directors only will be reckoned for determining Directors liable to retire by rotation. Accordingly, the Company has determined retiring Director (being Non-Independent Director only) and eligibility for re-appointment of Director under the said provisions. Pursuant to Secretarial Standard - 2 issued by Institute of Company Secretaries of India, additional information about Ms. Shalini Warriar is enclosed to notice.
- 10) The register of Members, Directors and Key Managerial Personnel and their shareholding in the Company along with all other applicable & mandatory registers are maintained as provided under the Companies Act, 2013. All such registers and records will be available for inspection to the Members on request. Members who wish to inspect required documents can write us via registered email address on [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/or [Rajesh.Ajgaonkar@ageasfederal.com](mailto:Rajesh.Ajgaonkar@ageasfederal.com), following which link to access such documents will be provided with 48 hrs from request mail.
- 11) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 12) Kindly register/update your email address and contact details with us, by writing to us addressed to the Secretarial Department at our email ID: [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/or [Rajesh.Ajgaonkar@ageasfederal.com](mailto:Rajesh.Ajgaonkar@ageasfederal.com). This shall help us in sending of notices, annual reports, and other shareholder communications in electronic form.
- 13) **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**
  - a. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves by writing us on [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/or [Rajesh.Ajgaonkar@ageasfederal.com](mailto:Rajesh.Ajgaonkar@ageasfederal.com)  
  
Members will be provided with Microsoft Teams meeting invite on their registered email addresses, such meeting invite will be containing steps to join meeting along with login details. Login details are not included in this notice for security reasons.

#### **How to join Microsoft Team Meeting**

Once you receive invitation from the host to join meeting. There will be a joining link given in the meeting schedule. You need to click on the given link to proceed further.

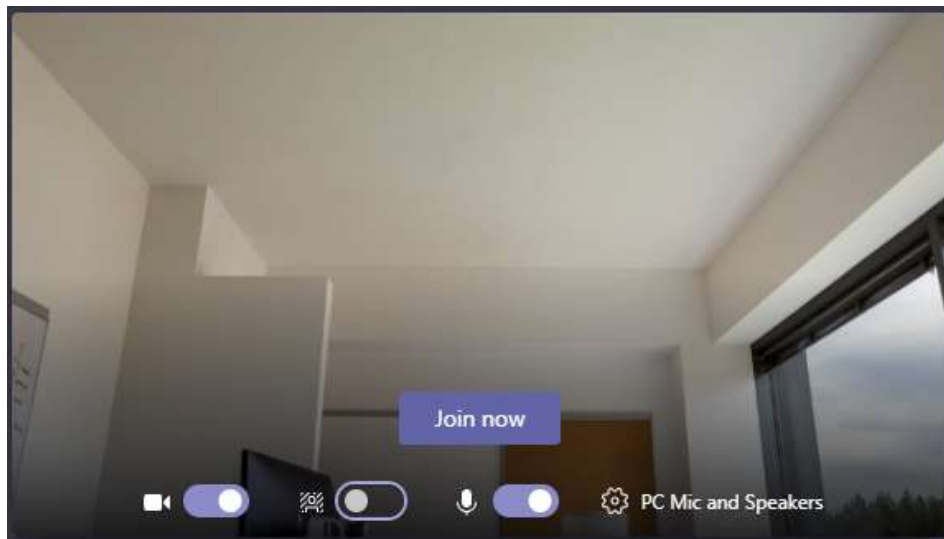
## Join Microsoft Teams Meeting

After clicking the link it will further ask you join the meeting through web browser or Application



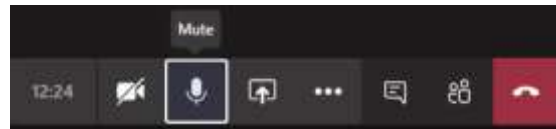
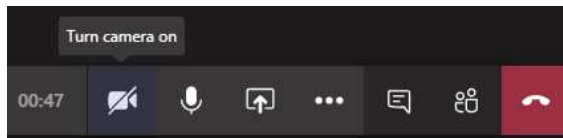
**Note:** For better Audio/Video performance, it is recommended to use the application instead of web browser for video meeting. You can download the application in advance before meeting starts.

At the time of joining the meeting, it will ask you to enable the video and audio at your end. You need to enable both setting. Will also find option for changing background option.



After joining the meeting, you will get the display screen. Once you placed the cursor over the display screen, Option bar will appear.

You can also enable/Disable your video and audio from the option bar menus.



- b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- c. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. Further, the facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
- e. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 17<sup>th</sup> AGM, from their registered email address, mentioning their name, folio number and mobile number, to reach the Company's email address [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/ or [Rajesh.Ajgaonkar@ageasfederal.com](mailto:Rajesh.Ajgaonkar@ageasfederal.com) at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- f. Members, who would like to ask questions during the 17<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 17<sup>th</sup> AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, folio number and mobile number, to reach the Company's email address [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/ or [Rajesh.Ajgaonkar@ageasfederal.com](mailto:Rajesh.Ajgaonkar@ageasfederal.com) at least 48 hours in advance before the start of the 17<sup>th</sup> AGM. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 17<sup>th</sup> AGM, depending upon the availability of time.
- g. Members who need technical assistance before or during the AGM, can contact on [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/or [Rajesh.Ajgaonkar@ageasfederal.com](mailto:Rajesh.Ajgaonkar@ageasfederal.com) and also may call at contact number +91 8097490174.
- h. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 and amended thereafter, the Company is not required to provide e-voting facility to the members to cast and record their vote for General meetings.
- i. In compliance with the MCA circulars and applicable provisions of the Companies Act, 2013 and rules made thereunder, the members will have a facility to vote on the proposed agenda matters of the Notice convening the AGM, through "Show of hands" as per section 107 of the Act, unless a demand for Poll is made by any member in accordance with section 109 of the Act.



- j. During the meeting held through VC or OAVM facility, where a poll on any items is demanded, the members shall cast their vote on the resolutions only by e-mail through its registered e-mail address on which they have received the AGM notice to [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/or [Rajesh.Ajgaonkar@ageasfederal.com](mailto:Rajesh.Ajgaonkar@ageasfederal.com). Poll papers along with the AGM Notice will be sent to the members and the members are requested to cast their vote on the proposed agenda matters as stated in the notice convening the AGM during the meeting and send it to [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/or [Rajesh.Ajgaonkar@ageasfederal.com](mailto:Rajesh.Ajgaonkar@ageasfederal.com) through your registered email address.
- 14) Any Query relating to Accounts must be sent to the Company's Registered Office at least seven days before the date of Meeting.
- 15) The Annual Report for the 2023-24 along with the notice of the annual general meeting, attendance slip is being sent by permitted mode to members. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours between 10.30 AM to 5.30 PM.
- 16) ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA AND SEBI CIRCULARS WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
- 17) Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 and amended thereafter, the Company is not required to provide e-voting facility to the members to cast and record their vote for General meetings.
- 18) In compliance with the MCA circulars and applicable provisions of the Companies Act, 2013 and rules made thereunder, the members will have a facility to vote on the proposed agenda matters of the Notice convening the AGM, through "Show of hands" as per section 107 of the Act, unless a demand for Poll is made by any member in accordance with section 109 of the Act.
- 19) **THE COMPANY'S REGISTRAR & TRANSFER AGENT FOR ITS SHARE REGISTRY (ELECTRONIC) IS LINK INTIME INDIA PRIVATE LIMITED ("LINKINTIME/ REGISTRAR/ RTA") HAVING ITS OFFICE AT C 101, 247 PARK, L.B.S. MARG, VIKHROLI (WEST), MUMBAI - 400083.**

Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP). Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.

- 20) It is mandatory to submit the Permanent Account Number (PAN) by every participant. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
- 21) On a poll taken at the meeting of the Company, a member entitled to more than one vote, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his/her votes OR cast in the same way all the votes s/he uses.
- 22) Corporate members intending to nominate their authorized representatives to attend the meeting pursuant to Section 113 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting of the Company, such submissions can be also be submitted on [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/or [Rajesh.Ajagoankar@ageasfederal.com](mailto:Rajesh.Ajagoankar@ageasfederal.com)
- 23) Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice

**By order of the Board of Directors**  
**For Ageas Federal Life Insurance Company Ltd.**



**Rajesh Ajgaonkar**  
**Chief Compliance & Legal Officer and Company Secretary**  
**ACS10498**

**April 25, 2024**

**Registered Office:**

Ageas Federal Life Insurance Company Limited,  
22<sup>nd</sup> Floor, "A" Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel – East,  
Mumbai – 400013 India  
Email ID: [Rajesh.Ajagoankar@ageasfederal.com](mailto:Rajesh.Ajagoankar@ageasfederal.com)  
T: (+91) 022 – 23029200



**EXPLANATORY STATEMENT  
(UNDER SECTION 102 OF THE COMPANIES ACT, 2013)**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 4**

The Board of Directors on the recommendation of Nomination & Remuneration Committee had appointed Ms. Gilke Eeckhoudt as an Additional Non-executive Director of the Company in their meeting held on October 27, 2023.

Ms. Gilke holds a Master's degree in Business Economics from the University of Ghent and a Diploma in Global Business from the University of Oxford, where she is currently studying for a masters in Practical Ethics.

She is the Chief Development and Sustainability Officer (CDSO) of the Ageas Group. She was appointed as CDSO in September 2021, with responsibility for leading all transversal business initiatives for the Ageas Group within Business Development, Technology Development & Sustainability and supporting the Groupwide implementation of Impact24. She is a member of the Ageas Business Committee.

Prior to this she held the position of Group Strategy and Corporate Affairs Director where she was tasked among other things with leading a group-wide think tank "Think 2030" and spearheading the development of Ageas' new long-term sustainable growth strategy "Impact24".

Gilke began her career in 1997 at ASLK bank and Fortis bank in Belgium, where she held several key management roles in Sales and Marketing. In 2006 she was appointed Director Marketing and Communications.

In 2010 she joined Fortis Insurance as Head of Branding and Advertising to create a new identity and positioning as "Ageas" in the international insurance market. Two years later she became Corporate Communications Director.

Under section 161 of the Companies Act, 2013, she holds office up to the date of the ensuing Annual General Meeting of the Company. The notice under section 160 of the Companies Act, 2013 as required from the member/ Director signifying intention to propose the appointment of Ms. Gilke Eeckhoudt as a Director of the Company has been received by the Company.

In the opinion of the Board of Directors, Ms. Gilke Eeckhoudt fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder. The Directors recommend the Resolution set out in Item No. 4 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

No director, Key Managerial Personnel or their relatives, except Ms. Gilke Eeckhoudt, to whom the resolution relates, is interested or concerned in the resolution.

**Item No. 5**

Mr. Sudhin Roy Chowdhury, Independent Director of the Company was appointed pursuant to approval of the Members through resolutions passed at the Annual General Meeting of the Company held on May 17, 2023 and the term of his current appointment is expiring in this Annual General Meeting.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on April 25, 2024 approved and recommended to shareholders for approval re-appointment of Mr. Sudhin Roy Chowdhury as an Independent Director of the Company for a second term starting from conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2026 or the last date on which the Annual General Meeting should have been held in the year 2026, whichever is earlier.

The Board has considered rich experience, knowledge, skills, valuable contribution made to the Company and overall performance evaluation of Mr. Sudhin Roy Chowdhury and basis that they have recommended his re-appointment to Members of the Company for their approval.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

Mr. Sudhin Roy Chowdhury has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director.

The notice under section 160 of the Companies Act, 2013 as required from the member/Director signifying intention to propose the appointment of Mr. Sudhin Roy Chowdhury as a Director of the Company has been received by the Company.

Brief Profile, qualifications, experience, date of appointment on Board, Number of Board Meetings attended during the financial year 2023-24, shareholding in the Company along with Directorship, Membership/Chairmanship of Committees held in other Companies by Mr. Sudhin Roy Chowdhury are attached along with explanatory statement.

No director, Key Managerial Personnel, or their relatives, except Mr. Sudhin Roy Chowdhury, to whom the resolution relates, is interested, or concerned in the resolution.

**By order of the Board of Directors**



**Rajesh Ajgaonkar**  
**Chief Compliance & Legal Officer and Company Secretary**  
**ACS10498**

**Registered Office:**  
Ageas Federal Life Insurance Co. Ltd.  
22<sup>nd</sup> Floor, A Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel – East,  
Mumbai – 400013.

April 25, 2024

Email Id: [Rajesh.Ajagoankar@ageasfederal.com](mailto:Rajesh.Ajagoankar@ageasfederal.com)

T: (+91) 022 – 23029200

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**Details of Directors seeking appointment/re-appointment at the  
17<sup>th</sup> Annual General Meeting**

<b>Particulars</b>	<b>Re-appointment due to rotation</b>	<b>Re-appointment for next tenure</b>
<b>Name of Director</b>	Ms. Shalini Warriar	Mr. Sudhin Roy Chowdhury
<b>DIN</b>	08257526	00075114
<b>Date of Birth (Age)</b>	07/06/1966	23/02/1952
<b>Qualifications</b>	Ms. Shalini Warriar is a member of the Institute of Chartered Accountants of India and stood first at all India level in 1989. She is also a Certified Associate of Indian Institute of Bankers.	Mr. Sudhin Roy Chowdhury has majored in Physics (Hons.) from Jadavpur University and did his Master's in Business Administration from IISWBM, Calcutta University, with specializations in Marketing and Finance. He has also completed a Residential Certificate Course in Personal Management and Conflict Resolution from the Asian Institute of Management, in Manila, Philippines along with courses in Marketing Management from IIM Kolkata and ISB Hyderabad and an Insurance course from FALIA in Japan.
<b>Experience</b>	Ms. Shalini Warriar has been appointed as Executive Director of Federal Bank with effect from 15 January 2020. She joined the Bank on 2 <sup>nd</sup> November 2015 as the Chief Operating Officer, with her primary responsibility being operational excellence, coupled with digital innovation. In May 2019, she took on the additional responsibility of Business Head of Retail Banking Products. Her current role is that of Business Head – Retail for Federal Bank, with primary responsibility to drive the Retail Banking agenda of the Bank forward. This, inter alia, covers responsibility over the Bank's Digital Banking agenda and FinTech partnerships.	Mr. Chowdhury started his career in Life Insurance Corporation of India and progressed up the ladder with postings in Gujarat, Kerala, West Bengal, Orissa, Bihar, and Maharashtra during the course of his career. Amongst his notable postings were stints as CEO & MD of LIC International Bahrain, Zonal Manager in charge of Western Zone of LIC which is the largest zone amongst all the 8 zones, Executive Director (PERSONNEL/ HRD/ OD/ OIC), and finally, Executive Director (Marketing / Product Development).  Post retirement from LIC, Mr. Chowdhury was immediately appointed by the Appointing Committee of the Cabinet of the Govt. of India, as a Regulator in IRDAI (Insurance Regulatory and Development

	<p>Ms. Warriar has nearly 3 decades of banking experience. Prior to joining Federal Bank, she worked with Standard Chartered Bank, a leading multinational Bank. She handled multiple disciplines there, across various geographies that included India, Brunei, Indonesia, Singapore and United Arab Emirates.</p> <p>In her current role, she leads the Bank's initiatives designed to enhance market presence in the Retail Banking area. She is responsible for formulating the Bank's future direction and partner with the Board and the Top Management team to drive strategic initiatives designed to enhance shareholder value.</p> <p>She is a well-known banking personality and has represented the Bank at various fintech and technology platforms in India and abroad.</p>	<p>Authority of India) where he was instrumental in looking after the matters of all the Life Insurance Companies in India as well as the Corporate Agents. During his stint at IRDAI, apart from his regulatory role, he also helped develop the life insurance market in the country. After his retirement from IRDAI, Mr. Chowdhury has become an Independent Consultant and an advisor on financial matters including IT, Analytics and Life Insurance.</p> <p>Mr. Chowdhury brings with him over 40 years of insurance experience as well as two years of Indian and international regulatory experience. He has received the Rajiv Gandhi Sadbhavana Award for being the Best Insurance Executive for the year 2010 and an authority on Insurance Marketing, as well as the 'Global Visionary in Insurance Award' by the Gujarat Chamber of Commerce &amp; Industry.</p>
Date of Appointment on Board	<ul style="list-style-type: none"> <li>• Appointed as Additional Non-executive Director with effect from June 03, 2020</li> <li>• Appointment regularized on July 24, 2020</li> </ul>	<ul style="list-style-type: none"> <li>• Appointed as Additional Independent Director with effect from November 02, 2022.</li> <li>• Appointment regularized on May 17, 2023</li> </ul>
Shareholding in the Company	NIL	NIL
Number of Board Meeting attended during the year	6/6	6/6

Terms & condition of appointment / re-appointment	Liabile to Retire by rotation	Till the Annual General Meeting of the Company to be held in the year 2026 or the last date on which the Annual General Meeting should have been held in the year 2026, whichever is earlier.
Details of remuneration sought to be paid	Sitting fees as approved by Board. Details included in Annual report.	Sitting fees as approved by Board. Details included in Annual report.
Remuneration last drawn	Sitting fees as approved by Board. Details included in Annual report.	Sitting fees as approved by Board. Details included in Annual report.
Relationship with other Directors, Manager and other Key Managerial Personnel's	NIL	NIL
Directorship, Membership/ Chairmanship of Committees held in other Companies	The Federal Bank Ltd.	<ol style="list-style-type: none"> <li>1. Cosmea General Insurance Limited</li> <li>2. Cosmea Financial Holdings Private Limited</li> <li>3. Peerless Financial Products Distribution Limited</li> <li>4. AVIA Insurance Brokers Pvt. Ltd.</li> <li>5. Cosmea Investment Holdco Private Limited</li> </ol>





	<b>Regularization</b>
<b>Name of Director</b>	Ms. Gilke Eeckhoudt
<b>DIN</b>	10205923
<b>Date of Birth (Age)</b>	21/11/1974
<b>Qualifications</b>	Ms. Gilke holds a Master’s degree in Business Economics from the University of Ghent and a Diploma in Global Business from the University of Oxford, where she is currently studying for a masters in Practical Ethics.
<b>Experience</b>	<p>Ms. Gilke is the Chief Development and Sustainability Officer (CDSO) of the Ageas Group. She was appointed as CDSO in September 2021, with responsibility for leading all transversal business initiatives for the Ageas Group within Business Development, Technology Development &amp; Sustainability and supporting the Groupwide implementation of Impact24. She is a member of the Ageas Business Committee.</p> <p>Prior to this she held the position of Group Strategy and Corporate Affairs Director where she was tasked among other things with leading a group-wide think tank “Think 2030” and spearheading the development of Ageas’ new long-term sustainable growth strategy “Impact24”.</p> <p>Ms. Gilke began her career in 1997 at ASLK bank and Fortis bank in Belgium, where she held several key management roles in Sales and Marketing. In 2006 she was appointed Director Marketing and Communications.</p> <p>In 2010 she joined Fortis Insurance as Head of Branding and Advertising to create a new identity and positioning as “Ageas” in the international insurance market. Two years later she became Corporate Communications Director.</p>
<b>Date of Appointment on Board</b>	<ul style="list-style-type: none"> <li>Appointed as Additional Non-Executive Director with effect from October 27, 2023.</li> </ul>
<b>Shareholding in the Company</b>	NIL
<b>Number of Board Meeting attended during the year</b>	2/2
<b>Terms &amp; condition of appointment/ re-appointment</b>	Liable to retire by rotation.



<b>Details of remuneration sought to be paid</b>	There is no remuneration paid to her except sitting fees for attending Board and Committee meeting as approved by Board. Details included in Annual report.
<b>Remuneration last drawn</b>	Sitting fees as approved by Board. Details included in Annual report.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel's</b>	NIL
<b>Directorship, Membership/Chairmanship of Committees held in other Companies</b>	NIL

The details of the directorship and membership in other entities of the Directors seeking appointment/re-appointment/Regularisation at the 16<sup>th</sup> Annual General Meeting are as follows: -

<b>Name of the Director</b>	<b>Name of the Company</b>	<b>Director/ Chairman/Member</b>
Ms. Shalini Warriar	The Federal Bank Limited	Executive Director
Mr. Sudhin Roy Chowdhury	Cosmea General Insurance Limited	Director
	Cosmea Financial Holdings Private Limited	Director
	Peerless Financial Products Distribution Limited	Director
	Avia Insurance Brokers Pvt. Ltd.	Independent Director
	Cosmea Investment Holdco Private Limited	Additional Director
Ms. Gilke Eeckhoudt	None	

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