



**FEDERAL OPERATIONS AND SERVICES LIMITED**  
**CIN: U74999KL2018PLC055298**  
**REGISTERED OFFICE: DOOR NO. 8/628, FIRST FLOOR, FEDERAL TOWERS,**  
**BANK JUNCTION, ALUVA, ERNAKULAM, 683101**  
**Email: johnson@federalbank.co.in**  
**website: www. Fedserv.co.in**

**Date: August 12, 2022**

### **Notice To Shareholders**

Notice is hereby given that **Fourth Annual General Meeting** of the members of Federal Operations and Services Limited will be held as shown below:-

<b>Meeting</b>	<b>Day and Date</b>	<b>Time</b>	<b>Venue</b>
Annual General Meeting FY 2022-23	September 14, 2022 (Wednesday)	01.00 PM	through VC/OAVM

to transact the following businesses-

#### **ORDINARY BUSINESSES**

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**To receive, consider and adopt the audited financial statements, including audited Balance Sheet and Profit and Loss Account of the company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon;**

“RESOLVED THAT the Standalone audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of Directors and Auditors thereon as presented to the meeting be and are hereby approved and adopted.”

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**To appoint a Director in place of Mr.Kunhi Krishnan Ajith Kumar (DIN: 08504660), who retires by rotation and being eligible, offers himself for re-appointment**

“RESOLVED THAT Mr.Kunhi Krishnan Ajith Kumar (DIN: 08504660) who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**To declare a dividend on 8.5% Non-Cumulative Preference shares issued by the Company**

“RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ 8.5% on 50,00,000 8.5% Non-Cumulative Preference Shares of Rs.10/- each fully paid up for the year ended on March 31, 2022.”

**SPECIAL BUSINESSES**

4. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

**Appointment of Mr. Abhaya Prasad Hota (DIN:02593219) as a Non-executive Independent Director of the Company**

“RESOLVED THAT Mr. Abhaya Prasad Hota (DIN:02593219), who was appointed as an Additional Director (Non-Executive & Independent) of the Company with effect from April 26, 2022, by the Board of Directors and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act,2013 or any other enactments (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Abhaya Prasad Hota (DIN:02593219), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from April 26,2022, up to April 25,



2027, be and is hereby approved.

“RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed for giving effect to the above stated resolution.”

Place: Kochi  
Date: August 12, 2022

By order of the Board of Directors  
S/d  
Paiparambath Anil  
Company Secretary

**NOTES FOR MEMBERS' ATTENTION:**

1. In compliance with the MCA Circulars No.20/2020 dated May 05, 2020, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 02/2022 dated May 05, 2022 , the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
3. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, if any, will be available for inspection by the members of the Company at Corporate office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.
4. Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
5. Members attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and the additional information/disclosures under SS-2 issued by the Institute of Company Secretaries of India are attached with this notice.

**Additional Disclosures for item No.02 pursuant to SS-2 is provided below**

<b>Particulars</b>	<b>Information</b>
Name	Mr. Kunhi Krishnan Ajith Kumar
Age	59 years
Qualifications	MBA, BSC (Agriculture), CAIIB (Part 2), JAIB
Experience	Worked with The Federal Bank Limited for a period of 35 Years in various capacities.
Terms and Conditions of appointment and details of remuneration	Mr. Kunhi Krishnan Ajith Kumar will be appointed as a Non-Executive Director and the company is not intending to pay any remuneration to the proposed director.
Remuneration last drawn	Nil
Date of first appointment on Board	15.07.2019
Shareholding in company	Nil (however holds 1 share as nominee of Federal Bank)
Relationship with other Directors	Nil
Number of Meetings of Board attended	For FY 21-22: 4 out of 4 Board Meetings
Other Directorships /Committee Membership/Chairmanship	Nil

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item no. 4

The Board of Directors of the Company at its meeting held on April 26, 2022 had appointed Mr Abhaya Prasad Hota (DIN:02593219) as an additional Director ((Non-Executive & Independent) of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, an additional director shall hold office only till the conclusion of next Annual General Meeting.

The company had received a notice from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Abhaya Prasad Hota to the office of Independent Director of the Company. In the opinion of the Board, Mr. Abhaya Prasad Hota is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and he is independent of the management.

Taking into consideration his expertise and specialized knowledge which will contribute to the growth of the Company, the Board recommends his appointment as a Non-Executive Independent Director of the Company.

The additional disclosures pursuant to SS-2 is provided below

Particulars	Information
Name	Mr Abhaya Prasad Hota
Age	66 years
Qualifications	MA (English Literature) & CAIIB
Experience	Mr Abhaya Prasad Hota has worked with RBI for 27 years (mostly in technology and payment systems). Mr. Abhaya Prasad Hota also served as MD&CEO of NPCI for a period of 7 years.  He also has the Experience of working in the Boards of Vijaya Bank and Andhra bank in the past as RBI nominee Director.
Terms and Conditions of appointment and details of remuneration	Mr. Abhaya Prasad Hota will be appointed as an Independent Director and will be paid sitting fee for attending the board meetings. The sitting fee will be paid to him at the rate of Rs.30,000/Meeting.
Remuneration last drawn	No remuneration has been drawn by Mr. Abhaya Prasad Hota except receipt of sitting for attending the meetings of the Board.
Date of first appointment on Board	26.04.2022
Shareholding in company	Nil (As on 31.03.2022)
Relationship with other Directors	Nil



Number of Meetings of Board attended	02 Meetings
Other Directorships/Committee Membership/Chairmanship	Details attached as Annexure I to the Notice

None of the Directors or KMP except Mr. Abhaya Prasad Hota and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Documents relating to the resolutions under Special Business may be perused on any working day during working hours up to the date and time of commencement of the Annual General Meeting at the registered office of the company.

Place: Kochi  
Date: August 12, 2022

By order of the Board of Directors  
S/d  
Paiparambath Anil  
Company Secretary

**Annexure-I**

**Details of Directorship of Mr. Abhaya Prasad Hota in other companies**

<b>Sl. No.</b>	<b>Names of the Companies/ Bodies corporate/ firms/ association of individuals</b>	<b>Nature of interest or concern/ change in interest or concern</b>	<b>Shareholding</b>
1.	SBI Payment Services Private Limited	Director (Independent)	Nil
2.	Reserve Bank Innovation Hub (Section 8 Company)	Independent Director	Nil
3.	Nearby Technologies Private Limited	Non – Executive Director	Nil
4.	Protean Egov Technologies Limited  (Formerly NSDL e-Gov Infrastructure Ltd)	Independent Director	Nil
5.	Motilal Oswal Asset Management Company Limited	Independent Director	Nil
6.	IDBI Intech Limited	Independent Director	Nil
7.	The Federal Bank Limited	Independent Director	Nil
8.	Scoreme Solutions Private Limited	Additional Independent Director	Nil



**Details of Committee Membership/Chairmanship of Mr. Abhaya Prasad Hota in other companies**

Sl no.	Name of the Company	Name of Committee	Chairman/Member
1	IDBI Intech Limited	Audit Committee	Chairman
		Nomination Committee	Member
		Technology Committee	Chairman
2	Motilal Oswal Asset Management Company Limited	Audit Committee	Member
		ESOP Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
3	Protean eGov Technologies Limited (Formerly NSDL e-Gov Infrastructure Ltd)	Audit Committee	Member
		Risk & Opportunity Committee	Member
		Nomination and Remuneration Committee	Member
4	Nearby Technologies Private Limited	Business Strategy Committee	Member
		Customer Service & Grievance Redressal Committee	Member
5	Reserve Bank Innovation Hub	Audit Committee	Member
6	The Federal Bank Limited	Audit Committee	Member
		Nomination, Remuneration, Ethics & Compensation Committee	Chairman
		Stakeholders Relationship Committee	Chairman
		Information Technology & Operations Committee	Chairman