



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: July 11, 2024

Notice to the shareholders

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

| Meeting | Day and Date | Time | Venue |
|--------------------------------------|------------------------------|-------------|-----------------|
| Annual General Meeting FY 2024-25 | August 05, 2024, 03.00 PM | 03.00 PM | through VC/OAVM |

to transact the following businesses-

ORDINARY BUSINESSES

- 1. To receive, consider, approve and adopt the audited financial statements, including audited Balance Sheet and Profit and Loss Account of the company for the financial year ended on March 31,2024 and the Reports of the Board of Directors and the Auditors thereon.**

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

“RESOLVED THAT the Standalone audited Financial Statements of the Company for the financial year ended on March 31, 2024 together with the Directors’ Report and the Auditor’s Report thereon be and are hereby approved and adopted.”

- 2. To appoint a director in place of Mr. Johnson Koonamplakkal Jose (DIN:08267398), who retires by rotation and being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT Mr. Johnson Koonamplakkal Jose (DIN:08267398) 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 re-appoint Statutory Auditors of the Company for a period of Five years and to fix their remuneration:**

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

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto) and such other applicable provisions, if any, M/s Varma & Varma, Chartered Accountants (Firm Registration No.004532S), Kochi be and is hereby re-appointed as the Statutory Auditors of the Company for a further period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of Eleventh Annual General Meeting at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

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 necessary for giving effect to the above stated resolution.”

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

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

“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 accorded for the 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, 2024.”



SPECIAL BUSINESSES

5. Regularization of Appointment of Director -Mr. Siddhartha Sengupta (DIN: 08467648)

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

“RESOLVED THAT pursuant to provisions of 149, 152 and 160 the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Siddhartha Sengupta (DIN: 08467648), whose term of office as an Additional Director expires at the conclusion of this Annual General Meeting, be and is hereby appointed as a Non- Executive Director of the Company, whose office shall be liable to retire by rotation.

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 necessary for giving effect to the above stated resolution.”

Place: Aluva, Kochi
Date: July 11,2024

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. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, 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 setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under item no.05 set above and the relevant details pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of director seeking appointment/re-appointment at this AGM are also annexed to this notice.

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

| Particulars | Information |
|---|--|
| Name | Mr. Johnson Koonamplakkal Jose |
| Age | 56 years |
| DIN | 08267398 |
| Nationality | Indian |
| Qualifications | BE, MBA |
| Experience | Mr. Johnson Koonamplakkal Jose has more than 25 Years of experience in Banking Industry, and he has handled various roles in areas such as operations, Information technology etc. |
| Terms and Conditions of appointment and details of remuneration | Mr. Johnson Koonamplakkal Jose 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 | 26.10.2018 |
| Shareholding in company | Nil (however holds 1 share as nominee of Federal Bank) |
| Relationship with other Directors/KMP and relatives | Nil |
| Number of Meetings of Board attended | 7 out of 7 Board Meetings held during FY 2023-24 |
| Other Directorships /Committee Membership/Chairmanship | Nil |

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

Item no. 5

The Board of the Federal Operations and Services Limited at its meeting held on July 14, 2023 had appointed Mr. Siddhartha Sengupta (DIN: 08467648) as an additional Director 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 and his appointment can be regularized by way of passing an ordinary resolution in the AGM.

Taking into consideration his expertise, experience and leadership capabilities which will contribute to the growth of the Company, the Board recommends regularization of his appointment.

The additional disclosures pursuant to SS-2 is provided below

| | |
|--|---|
| Name of the Director | Mr. Siddhartha Sengupta |
| Age | 65 years |
| DIN | 08467648 |
| Nationality | Indian |
| Qualification(s) | B.sc (Hons) & PG DBM (XLRI) |
| Experience | Mr. Siddhartha Sengupta is a retired Banker with 36 years of professional experience in Senior Management cadre. He also holds directorship in some of the reputed corporate entities and the details of such directorship is provided under the heading "Directorships in other companies / Positions in other entities" |
| Relationship with any Director(s) or Key Managerial Personnel | Not related to any Director or Key Managerial Personnel and their relatives. |
| Number of Meetings of the Board attended during the year | 4 out of 4 Board meetings held during FY 2023-24 after his appointment as an additional director |
| Directorships in other companies / Positions in other entities | <ol style="list-style-type: none"> 1. Standard Chartered Capital Ltd - Independent Director 2. 360 One Asset Trustee Limited (formerly IIFL Trustee Limited) - Independent Director 3. Centrum Financial Services Ltd - Independent Director 4. Groww Creditserv Technology Private Limited- Independent Director |

| | |
|--|--|
| | <p>5. Legal Entity Identifier India Ltd - Additional Director (Professional Category)</p> <p>6. India International Bullion Exchange IFSC Limited - Public Interest Director</p> <p>7. The Federal Bank Limited - Independent Director</p> <p>8. Tata Pension Management Private Limited- Director (Non-executive and Independent)</p> |
| <p>Memberships/ chairmanships of Committees of the Boards of other Companies</p> | <p><u>Standard Chartered Capital Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Member • Risk Committee - Member • Nomination and Remuneration Committee - Member • CSR Committee - Member • Credit Committee – Member • IT Strategy Committee-Chairman <p><u>360 One Asset Trustee Limited</u> (formerly IIFL Trustee Limited)</p> <ul style="list-style-type: none"> • Audit Committee – Chairman • Risk Committee – Member <p><u>Centrum Financial Services Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Chairman <p><u>Groww Creditserv Technology Private Limited</u></p> <ul style="list-style-type: none"> • Risk Management Committee – Member • Audit Committee – Member • IT Strategy Committee-Member <p><u>India International Bullion Exchange IFSC Limited</u></p> <ul style="list-style-type: none"> • Member Selection Committee – Chairman • Advisory Committee – Member • Audit Committee – Member <p><u>Tata Pension Management Private Ltd</u></p> <ul style="list-style-type: none"> • Investment Committee – Member • Nomination and Remuneration Committee - Chairman <p><u>The Federal Bank Limited</u></p> |

| | |
|--|---|
| | <ul style="list-style-type: none"> • Credit, Investment & Raising Capital Committee- Chairman • Risk Management Committee-Member • Nomination, Remuneration, Ethics & Compensation Committee-Chairman • Human Resources Committee of the Board-Chairman |
| Shareholding in company | Nil |
| Terms and conditions of Appointment along with details of remuneration sought to be paid | <p>Mr. Siddhartha Sengupta will be appointed as a Non-Executive Director and the company is not intending to pay any remuneration to the proposed director.</p> <p>However, being the Chairman of the Board, he will be eligible for receiving sitting fee as may be approved by the Board from time to time.</p> |
| Remuneration last drawn | Rs. 30,000/Meeting during FY 2023-24 |
| Date of first appointment on the Board | July 14, 2023 |

None of the Directors or KMP and their relatives, except Mr. Siddhartha Sengupta are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Place: Aluva, Kochi
Date: July 11,2024

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