



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 31, 2025

Notice to the shareholders

Notice is hereby given that **Seventh 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 2025-26	August 22, 2025, Friday	03.00 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, 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 31,2025 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 on March 31, 2025 together with the Directors’ Report and the Auditor’s Report 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. Venkateswaran Venkatraman (DIN:09227554) who retires by rotation and being eligible, offers himself for re-appointment

“RESOLVED THAT Mr. Venkateswaran Venkatraman (DIN:09227554) 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 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 financial year ended on March 31, 2025, to those preference shareholders whose names appear in the Register of Members / List of Beneficial Owners as on the date of Annual General Meeting.”

4. 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 the equity shares of the company for the financial year ended on March 31, 2025

“RESOLVED that dividend at the rate of Rs. 10/- (100% on the paid-up equity capital) per Equity Share of Rs.10 each , as recommended by the Board of Directors, be and is hereby declared for FY 2024-25 and that the same be paid out of the profits of the company for the financial year ended March 31, 2025, to those members whose names appear in the Register of Members / List of Beneficial Owners as on the date of Annual General Meeting.”

SPECIAL BUSINESSES

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

Regularization of Appointment of Director -Mr. Narayanan Nair Rajanarayanan (DIN: 10814577)

“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. Narayanan Nair Rajanarayanan (DIN: 10814577), who was appointed as an Additional Director by the Board of Directors with effect from 24/10/2024 and who holds office upto the date of this Annual General Meeting of the Company and being eligible for appointment and having consented to act as a Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

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 31, 2025

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 09/2024 dated September 19, 2024, 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. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 5 of the Notice, is annexed hereto. The details required under Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of items seeking appointment of directors at the AGM are provided in Annexure to the Notice. The Company has received the requisite consent for the appointment under the Act, and the rules made thereunder.
5. 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.
6. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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

Particulars	Information
Name	Mr. Venkateswaran Venkatraman
Age	59 years
Qualifications	Mr. Venkateswaran Venkatraman is a Chartered Accountant with graduate degrees in Law and Economics. He is also equipped with an Executive MBA from Indian Institute of Management.
Experience	<p>Mr. Venkatraman has got more than three decades of professional experience in Banking and Compliance, with international exposure. He has got vast experience working with HSBC and SCB in Global Finance Operations, Financial Compliance, Operations, Technology and support functions in various capacities. Mr. Venkatraman has also handled senior positions responsible for financial management, reporting and financial control in large corporates like Indian Rayon & Industries (Aditya Birla Group), the Singapore based Kewalram Chanrai Group and as CFO with Invensys India Pvt Ltd.</p> <p>Mr. Venkateswaran Venkatraman presently holds the position of Executive Director of The Federal Bank Limited.</p>
Terms and Conditions of appointment and details of remuneration	Mr. Venkateswaran Venkatraman will be appointed as a Non-Executive Director of the Company and the company is not intending to pay any remuneration to the proposed director.
Remuneration last drawn	NA
Date of first appointment on Board	12.07.2021
Shareholding in company	1 share (on behalf of The Federal Bank Limited)
Relationship with other Directors	Nil
Number of Meetings of Board attended	06 Meetings out of 06 meetings held during FY 2024-25.
Other Directorships/Committee Membership/Chairmanship	<ul style="list-style-type: none"> Executive Director in The Federal Bank Limited Nominee director in Ageas Federal Life Insurance Company Limited

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

The following Explanatory Statement as required under Section 102 of the Companies Act, 2013 set out all material facts relating to the business proposed to be transacted under Item No. 5 of the accompanying Notice dated July 31, 2025.

Item no. 5

The Board of the Federal Operations and Services Limited at its meeting held on October 24, 2024 had appointed Mr. Narayanan Nair Rajanarayanan (DIN:10814577) as an additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act"), an additional director shall hold office only till the conclusion of next Annual General Meeting ("AGM") and his appointment can be regularized by way of passing an ordinary resolution in the AGM. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act, proposing his candidature for appointment as a Director of the Company.

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. Narayanan Nair Rajanarayanan
Age	53 years
DIN	10814577
Nationality	Indian
Qualification(s)	Mr. Narayanan Nair Rajanarayanan is a BSc graduate and completed Master of Business Administration & CAIIB.
Experience	Mr. Narayanan Nair Rajanarayanan is currently the Chief Human Resources Officer (CHRO) of The Federal Bank Limited ('The Bank'). He oversees the Talent Acquisition, Deployment, Training, Employee Relations, and HR Operational functions. He joined Federal Bank on 07th September 1998 as Probationary Officer. He is a seasoned banker with more than 26 years of experience in various facets of banking. Having completed a long stint at Branch Banking, CEO's Secretariat etc went on to lead Service Quality Department, Marketing Department, Bangalore Zone and Loan Collection and Recovery Department before taking charge as the CHRO.

Relationship with any Director(s) or Manager or Key Managerial Personnel of the Bank	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.
Number of Meetings of the Board attended during the year	3 out of 3 Board meetings held during FY 2024-25 after his appointment as an additional director
Directorships in other companies / Positions in other entities	Nil
Memberships/ chairmanships of Committees of the Boards of other Companies	Nil
Shareholding in company	Holds 1 equity share as nominee of the Bank
Terms and conditions of Appointment along with details of remuneration sought to be paid	Mr. Narayanan Nair Rajanarayanan 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 the Board	October 24,2024

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

Place: Aluva, Kochi
Date: July 31,2025

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