



FEDBANK FINANCIAL SERVICES LIMITED

CIN: U65910KL1995PLC008910

REGISTERED OFFICE: Federal Towers, Alwaye, Ernakulam, Kerala - 683 101, India, Tel: 0484-2634411

CORPORATE OFFICE: Kanakia Wall Street, A-Wing, 5th Floor, Unit No.501/502/511/512, Andheri – Kurla Road, Chakala, Andheri East, Mumbai, Maharashtra – 400093

PHONE: 022-68520601 **Email:**secretarial@fedfina.com **WEBSITE:** <https://www.fedfina.com/>

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty Fifth Annual General Meeting (AGM) of the members of Fedbank Financial Services Limited (the “**Company**”) will be held at shorter notice i.e. on Monday, 13th July, 2020, at 5:00 p.m. through Video conferencing Or Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company under IndAS for the Financial year ended March 31, 2020, including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.

2. APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Anil Kothuri (DIN: 00177945), who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. BALAKRISHNAN KRISHNAMURTHY (DIN: 00034031) AS AN INDEPENDENT DIRECTOR:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with other applicable provisions, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and pursuant to the Articles of Association of the Company, Mr. Balakrishnan Krishnamurthy (DIN: 00034031), who was appointed as an Additional Director in the capacity of “**Independent Director**” by the Board of Directors of the Company, with effect from September 28, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director in terms of Section 160 of the Act, be and is hereby appointed as an



Independent Director of the Company to hold office for a term of five consecutive years with effect from September 28, 2019 till September 27, 2024 not liable to retire by rotation.”

**By order of the Board of Directors
For Fedbank Financial Services Limited**

**Place: Mumbai
Date: 29.06.2020**

**SD/-
S. Rajaraman
Company Secretary
Membership No.: F3514**

NOTES:

- IN VIEW OF THE CONTINUING COVID-19 PANDEMIC, THE MINISTRY OF CORPORATE AFFAIRS (“MCA”) HAS VIDE ITS CIRCULAR DATED MAY 5, 2020 READ WITH CIRCULARS DATED APRIL 8, 2020, APRIL 13, 2020 AND ANY OTHER CIRUCLARS IN THIS REGARD (COLLECTIVELY REFERRED TO AS “MCA CIRCULARS”) PERMITTED THE HOLDING OF THE ANNUAL GENERAL MEETING (“AGM”) THROUGH VC / OAVM, WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS. IN COMPLIANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”) AND MCA CIRCULARS, THE AGM OF THE COMPANY IS BEING HELD THROUGH VC / OAVM.
- THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO AND FORMS PART OF THE NOTICE.
- IN RESPECT OF THE ORDINARY RESOLUTION AT ITEM NO. 3, A STATEMENT GIVING ADDITIONAL INFORMATION ON THE DIRECTORS SEEKING APPOINTMENT IS ANNEXED HEREWITH TO NOTICE AS ANNEXURE I.
- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH 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 AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
- MEMBERS MAY ALSO NOTE THAT THE NOTICE OF THE 25TH ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020 WILL BE AVAILABLE ON THE COMPANY’S WEBSITE VIZ. WWW.FEDFINA.COM FOR DOWNLOAD.
- MEMBERS ATTENDING THE AGM THROUGH VC / OAVM SHALL BE COUNTED FOR THE PURPOSE OF RECKONING THE QUORUM UNDER SECTION 103 OF THE ACT.
- SINCE THE AGM WILL BE HELD THROUGH VC / OAVM, THE ROUTE MAP IS NOT ANNEXED IN THIS NOTICE.
- CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE(S) ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION PURSUANT TO THE SECTION 113 OF THE COMPANIES ACT, 2013 AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE ANNUAL GENERAL MEETING.
- MEMBERS MAY PLEASE NOTE THE DESIGNATED EMAIL ID OF THE COMPANY, SECRETARIAL@FEDFINA.COM, IF A POLL IS CONDUCTED AT THE GENERAL MEETING, MEMBERS MAY CONVEY THE VOTE TO THE SAID EMAIL ID.
- INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:
 - (i) MEMBERS WILL BE ABLE TO ATTEND THE AGM THROUGH VC / OAVM, LINK FOR THE SAME SHALL BE CIRCULATED SEPARATELY.



- (ii) FACILITY FOR JOINING THE MEETING SHALL BE KEPT OPEN AT LEAST 15 MINUTES BEFORE THE SCHEDULED TIME AND SHALL NOT BE CLOSED TILL EXPIRY OF 15 MINUTES AFTER SCHEDULED TIME AND WILL BE AVAILABLE FOR MEMBERS ON FIRST COME FIRST SERVED BASIS.
- (iii) MEMBERS WHO NEED ASSISTANCE BEFORE OR DURING THE AGM, CAN CONTACT MS. ANKITA JAIN AT MOBILE NO. 9699089909
- (iv) MEMBERS WHO WOULD LIKE TO EXPRESS THEIR VIEWS OR ASK QUESTIONS DURING THE AGM MAY REGISTER THEMSELVES AS A SPEAKER BY SENDING THEIR REQUEST FROM THEIR REGISTERED EMAIL ADDRESS MENTIONING THEIR NAME, FOLIO NUMBER, PAN, MOBILE NUMBER AT 9699089909 LATEST BY 13TH JULY, 2020.

- ALL THE MATERIAL DOCUMENTS, RESOLUTIONS, MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ETC. ARE OPEN FOR INSPECTION TO THE MEMBERS DURING THE OFFICE HOUR OF ALL WORKING DAY TILL THE CONCLUSION OF THE ANNUAL GENERAL MEETING AT THE REGISTERED OFFICE & CORPORATE OFFICE AND ALSO THROUGH ELECTRONIC MODE OF THE COMPANY.

- THE MEETING IS BEING CONVENED AT A SHORTER NOTICE, AFTER OBTAINING THE CONSENT, IN WRITING, OF MORE THAN 95% OF THE MEMBERS OF THE COMPANY ENTITLED TO ATTEND THE MEETING PURSUANT TO THE PROVISIONS OF SECTION 101 OF THE ACT.



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item nos. 3 in the accompanying Notice of the Annual General Meeting.

Mr. Balakrishnan Krishnamurthy (DIN: 00034031), who has been appointed as an Additional Director (Independent) of the Company w.e.f. September 28, 2019 pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act'), holds office up to the date of this Annual General Meeting (AGM) of the Company or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment. In terms of Section 160 of the Act, the Company has received a notice in writing from Mr. Balakrishnan Krishnamurthy (DIN: 00034031) signifying his intention to propose his candidature for the office of Director. Mr. Balakrishnan Krishnamurthy (DIN: 00034031) has furnished consent/declarations for his appointment as required under the Act and the Rules thereunder.

The Nomination and Remuneration Committee (the NRC) had assessed the profile of Mr. Balakrishnan Krishnamurthy and having found him to be 'fit and proper' in terms of Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of Company and basis of the report of performance evaluation recommended his appointment to the Board of Directors.

In terms of Sections 149, 152, 160 read with Schedule IV of the Act, the Board of Directors of the Company, basis the recommendation of the Nomination and Remuneration Committee (the NRC), have reviewed the profile of Mr. Balakrishnan Krishnamurthy and the declarations that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act, and as per section 152 (5) of the Act, the Board is of opinion that he fulfils the conditions specified in Companies Act 2013 & the rules made thereunder for such an appointment & that he is independent of the management.

In the opinion of the Board, Mr. Balakrishnan Krishnamurthy meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of Finance, it would be in the interest of the Company that Mr. Balakrishnan Krishnamurthy is appointed as an Independent Director on the Board of the Company.

Brief profile of Mr. Balakrishnan Krishnamurthy is given under 'Profile of Directors being appointed' annexed to the Notice. NRC and Board of Directors recommends the resolution in relation to the appointment of Mr. Balakrishnan Krishnamurthy as Non-Executive Independent Director of the Company as set out in Item No. 3 for approval of the Members by way of an Ordinary Resolution.



Except Mr. Balakrishnan Krishnamurthy or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

**By order of the Board of Directors
For Fedbank Financial Services Limited**

**Place: Mumbai
Date: 29.06.2020**

**SD/-
S. Rajaraman
Company Secretary
Membership No.: F3514**



ANNEXURE I: ADDITIONAL INFORMATION ON DIRECTOR BEING APPOINTED:

PROFILE OF DIRECTORS BEING APPOINTED:

Name	Mr. Anil Kothuri (DIN: 00177945)
Date of Birth	July 26, 1971
Age	50 years
Qualifications	MBA & B Tech
Experience	He has worked in the Edelweiss Group since 2010 and has headed multiple businesses and functions during this stint. His last assignment with Edelweiss was as CEO of Edelweiss Housing Finance Ltd and Head Retail Finance. He has been instrumental in exponentially scaling up profitable businesses within the company and the group. Prior to Edelweiss he has held a long stint with Citibank where again he has headed the Product and business functions in SME, Consumer Loans, Auto Loans etc.
Terms and conditions of appointment or re-appointment	Managing Director & Chief Executive Officer, Liable to retire by rotation.
Details of remuneration sought to be paid	Rs. 2.09 Crores p.a.
Details of the remuneration last Drawn in FY 2019-20	Rs. 2.09 Crores p.a.
date of first appointment on the Board	11 th December, 2018
Shareholding in the Company	Holds 4,729,730 0.01% Optionally Convertible Redeemable Preference Shares(OCRPS) of face value of INR. 10 each out of which INR. 2 paid up
Relationship with other Directors, Manger and other KMPs of the company	Mr. Anil Kothuri is not related to any other Director, Manager and other KMPs of the company.
the number of Meetings of the Board attended during the Financial year	Mr. Anil Kothuri attended Eight Board meeting held during the FY 2019-20.
Directorships held in other companies	NA
Membership/ Chairmanship of Committees of other companies	NA



Name	Mr. Balakrishnan Krishnamurthy (DIN: 00034031)
Date of Birth	26/12/1958
Age	62 Years
Qualifications	ACA, ACS & B Com (Hons)
Experience	I am Career Investment Banker having spent over 26 years in business, across IL & FS, HSBC, Lazard and now at kriscore. I have in depth understanding of the Indian Financial Markets as well equipped to add significant value as a Director of the Company
Terms and conditions of appointment or re-appointment	Non Executive Director (Independent), not liable to retire by rotation.
Details of remuneration sought to be paid	NA
Details of the remuneration last Drawn in FY 2019-20	NA
Date of first appointment on the Board	27 th September, 2019
Shareholding in the Company	NA
Relationship with other Directors, Manger and other KMPs of the company	Mr. Balakrishnan Krishnamurthy is not related to any other Director, Manager and other KMPs of the company.
the number of Meetings of the Board attended during the Financial year	5
Directorships held in other companies	<ol style="list-style-type: none"> 1. Independent Director: The Federal Bank Ltd 2. Director: Kriscore Ventures Private Limited 3. Director: Kriscore Financial Advisors Pvt Ltd
Membership/ Chairmanship of Committees of other companies	<ul style="list-style-type: none"> • Chairman of Board in The Federal Bank Ltd • Chairman of Credit Committee & Investment Capital Raising Committee of The Federal Bank Ltd • Chairman of CSR committee of the Federal Bank Ltd • Member of review committee of Board on Non Co-operative Borrowers • Executive Chairman of Kriscore Financial Advisors Pvt Ltd

