

FEDBANK FINANCIAL SERVICES LIMITED

CIN: U65910KL1995PLC008910

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

CORPORATE OFFICE: Corporate Avenue, E/2 Wing, Unit no.105, Guru Hargovindaji Marg, Opp. Solitaire Corporate Park, Andheri (East), Mumbai – 400 093.

PHONE: 022-61480500 **FAX:** 022-61480545 **Email:** customercare@fedfina.com **WEBSITE:** www.fedfina.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty Second Annual General Meeting (AGM) of the members of Fedbank Financial Services Limited will be held on Friday, 14th July 2017, at 9:15 a.m., at Mahatma Gandhi Municipal Town Hall, Aluva, Kerala-683101 to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, including the Audited Balance Sheet as at March 31, 2017, 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. Shyam Srinivasan (DIN: 02274773), who retires by rotation and being eligible, has offered himself for re-appointment.

3. RATIFY THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

To ratify the appointment of Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration and in this regard, 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, Section 141, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable laws, if any, and the resolution passed by the Members of the Company at their 21st Annual General Meeting held on 11 August 2016 for the appointment of M/s Varma and Varma, Chartered Accountants (Firm registration No. 004532S), as Statutory Auditors of the Company for the term of 5 years, the Members of the Company hereby ratifies the appointment of M/s Varma and Varma, Chartered Accountants (Firm registration No. 004532S), as Statutory Auditors of the Company to hold office from the conclusion of the Twenty Second Annual General Meeting of the Company till the conclusion of the Twenty Third Annual General Meeting of the Company at such remuneration as shall be decided by the Board of Directors of the Company or any Committee thereof in connection with the audit of the accounts of the Company for the financial year ending March 31, 2018.”

SPECIAL BUSINESS:

- 4. ALTERATION OF OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY-** To approve alteration of the object clause in the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder the consent of company be and is hereby accorded, subject to the approval of the Registrar of Companies (ROC)-Kerala, for alteration of object clause of the company by substituting the heading of clause III (A) and III (B) as under:

III (A) The objects to be pursued by the company on its incorporation are:

III (B) Matters which are necessary for furtherance of the objects specified in clause III (A) are:

RESOLVED FURTHER THAT the Clause III (A) of the Memorandum of Association of the company be and is hereby altered by substituting the existing clause 2, 4 & 6 and inserting clause 13 to 16 after the existing clause 12 as under:

2. To carry on, in India or elsewhere, the business of retail financing, wholesale financing, Housing Finance to the extent permissible under the applicable regulations, retail leasing (financing and operating leases), vehicle fleet leasing (financing and operating leases), dealer inventory financing, dealer capital financing, dealer equipment financing, developer / dealer real estate financing, factoring of dealer receivables, and other related after-sales products, with respect to vehicles, to also carry on the business of a leasing and hire purchase company and investments and finance company and, in this connection and for any other business to undertake all types of leasing and hire purchase business and financing of consumers, individuals or corporate relating to all kind of vehicles, aircrafts, ships, machinery, plant, equipment, factories, rolling stock, consumer durables, movable and immovable property, to arrange or syndicate leasing or hire purchase business, to undertake bills discounting business to purchase, finance, discount, i.e. discount bills of exchange, to act as a discount and acceptance house, to arrange acceptance or co-acceptance of bills, to buy, sell, lease or finance the buying and selling and trading in Immovable property, land, buildings, real estate, factories to borrow to lend, to negotiate loans, to transact business as promoter financiers, monetary agents, to borrow monies, to lend, to negotiate loans, to carry on business of a company established with the Object of financing Industrial enterprises, to invest the capital, or other funds of the company in purchase or acquisition of rights in moveable and immovable property, to use the capital, funds and assets of the Company as security for borrowing and acquisition of rights in moveable and immovable property, or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, or to finance their acquisition or leasing or hire purchase, to raise or provide venture capital, to promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in the shares or other securities of any body corporate) corporation, to undertake factoring, to purchase the book debts and receivables of sole proprietorships, partnership firms, companies or any other incorporated or unincorporated, or statutory or non-statutory, Central /State Government Bodies and to lend, make advances or give credit against the same and to sell, enforce, dispose off the book debts, receivables, securities of the borrowers pledged, hypothecated, mortgaged

with the company by the borrowers and / or customers of the company and also to undertake share broking, currency broking, wealth management and investment banking services and to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas as may be permitted by SEBI, NHB and other regulators.

4. To give advice and/or give, take, circulate and/or otherwise organise, accept or implement any takeover bids, mergers, amalgamation, acquisitions, diversification, rehabilitation or restructuring of any business concern, undertaking, company, body corporate, partnership firm or any other association of persons whether incorporated or not, by acquisition of shares or assets and liabilities, and whether as a going concern or as a part of the concern, or otherwise as may be required having regard to business exigencies and to promote or procure incorporation, formation or setting up of concerns and undertakings whether as Company, body corporate, partnership or any other association of persons, either as a subsidiary or otherwise, for engaging in any industrial, commercial or business activities which the Company is authorised to carry on or for any other purposes which may seem directly or indirectly calculated to benefit the Company or to promote or advance the interests of the Company.

6. To act as an Asset Manager of any trust or fund including any mutual fund, growth fund, hedge fund, infrastructure fund, income or capital funds, tax or exempted funds, provident funds, gratuity funds, pension funds, superannuation funds, charitable funds or consortia and/or all other funds and/or to provide advisory and/or consultancy services for investments and financial services, financial services, consultancy, exchange of research information and analysis on a commercial basis, render corporate advisory services and/or manage a portfolio of securities and/or to pursue such other activities as may be necessary for attainment of these purposes subject to SEBI and other regulators approvals, as may be required from time to time.

13. To carry on the business of a loan and finance company and to lend and advance money or give credit to such persons or companies either unsecured or secured and on such terms as it may seem expedient and in particular against the security of listed and unlisted securities, bonds, policies, fixed deposits, certificates, gold, bullion, vehicles, book debts, receivables, property whether moveable or immovable or any other asset, right, title, interest etc. for the purchase of gold, bullion, consumer durable products, paintings, sculptures or any other item or thing having artistic or aesthetic value or for any other purpose as the Company may deem fit and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities. To carry on any or all of these businesses either in individual capacity or in co-participation with other agencies or bodies.

14. To act as a securitization and reconstruction company and to carry on the business of securitization and/or asset reconstruction and for that purpose to purchase, acquire, invest, transfer, sell, dispose of or trade in participation certificates, participation units, securitized debts, assets backed securities or mortgage backed securities or debts whether representing financial assets, receivables, debts, whether secured by mortgage of movables or hypothecation or charge on movables or otherwise, whether existent, accruing, conditional, contingent, future, performing or non-performing, impaired or unimpaired or otherwise; to purchase, acquire, invest, transfer, sell, dispose of or trade in or issue to public or private investors securities or instruments or certificates issued thereof on a discretionary basis or nondiscretionary basis on behalf of any person or persons (whether individual, firm, companies,

bodies corporate, Government, State, Sovereign, public body or authority, supreme, local or trusts, pensions funds, offshore funds, public body or authority, supreme, local or trust, pension funds, offshore funds, charities or other associations or entities whether in private or public sector.

15. To carry on and undertake the business of providing or acting as direct selling agents, distributors, advisors, referrer, franchisees, licensees, authorized sales agents, representatives, arrangers and consultants to provide financial, managerial, operational, administrative, advisory, commercial, legal, taxation, electronic data processing, computer and other consultancy services, to prospective investors, depositors, insurance client, customer, client for any type of financial and saving instruments including fixed deposits, postal savings, bonds, debentures, other securities, mutual funds units, equity and preference shares and other type of securities of companies, life and non-life insurance products, all types of structured products designed by the Company or any other company(ies), off-shore products designed by foreign entities, investment banking or portfolio management services, venture capital fund or private equity fund subscriptions or services, any other types of products or properties whether moveable or Immovable, mortgages, personal and commercial loans by way of lending, factoring, leasing, hire purchase or instalment purchase or similar schemes of all types and descriptions and for all purposes, both secured and unsecured, issuing or selling of credit and debit cards, loyalty cards, discount cards, privilege cards, Health Cards and other products of similar type and descriptions, either in partnership or by self, subject to regulatory approvals, as may be required from time to time.

16. To acquire, purchase, take over and/or amalgamate business of companies which, under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the Company, to amalgamate with companies whose business are so acquired, purchased or taken over and/or to enter into agreements with the object of acquisition of such undertakings and/or business.

RESOLVED FURTHER THAT the Clause III (B) of the Memorandum of Association of the company be and is hereby altered by inserting following Clauses 42 to 44 after the existing Clause No. 41:

42. To open current or fixed accounts with any bank, banker, shroff or merchant, and to pay into and draw money from such accounts.

43. To carry on any business or business which this Company is authorised to carry on by means or through the agency or any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any other business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and/or to appoint directors or managers of any such subsidiary company.

44. To acquire portfolios and businesses of the undertaking, company, body corporate, partnership firm or any other association of persons whether incorporated or not, through various available routes as per applicable regulations, securitize portfolios, sell down its own businesses to benefit the Company.

RESOLVED FURTHER THAT other objects mentioned in the clause III (C) of the Memorandum of Association of the company be and are hereby deleted.

RESOLVED FURTHER THAT any one of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

5. AMENDMENT IN LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION - To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 4, 13 and other applicable provisions, if any, of the Companies Act 2013 consent of the Company be and is hereby accorded to alter the liability clause of the Memorandum of Association of the Company by substituting the existing Clause IV with the following:

Clause IV. *“The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”*

6. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION - 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 61 and other applicable provisions of the Companies Act, 2013 approval of the Members be and is hereby accorded to increase the authorised share capital of the Company from Rs. 190,00,00,000 (Rupees One hundred Ninety Crores Only) divided into 19,00,00,000 (Nineteen Crores Only) equity shares of Rs.10 each to Rs. 300,00,00,000 (Rupees Three hundred Crores Only) divided into 30,00,00,000 (Thirty Crores Only) equity shares of Rs. 10 each by creation of additional 11,00,00,000 (Eleven Crores Only) equity shares of Rs. 10 each.

RESOLVED THAT, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or reenactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

V. *The authorised share capital of the company is Rs. 300,00,00,000 (Rupees Three hundred Crores Only) divided into 30,00,00,000 equity share of Rs.10 (Rupees Ten Only) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach there on respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in this behalf.*

RESOLVED FURTHER THAT any one of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

7. APPOINTMENT OF MR. DILIP SADARANGANI AS AN INDEPENDENT DIRECTOR - To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dilip Sadarangani (DIN-06610897) who was appointed a Director of the Company with effect from 23rd June 2017 pursuant to the casual vacancy caused by the resignation of Mr. Suresh Kumar (DIN-00494479) to hold the office till the date the outgoing director would have held office and who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Dilip Sadarangani as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company and whose office shall not be liable to retire by rotation.”

8. ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013:- To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the form of Table F under the Act, be and are hereby approved, adopted and substituted in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

9. AUTHORITY TO ISSUE SECURED/UNSECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT:- To consider 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 23, 42, 71 and 180(1)(c) of the Companies Act, 2013 read with relevant rules thereunder and such other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) and read with relevant circulars/notifications issued by the Ministry of Corporate Affairs from time to time, and the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ('Debt Regulations') as amended from time to time, and the circulars and clarifications issued by Reserve Bank of India as applicable to the Non-Banking Financial Companies ('NBFC') from time to time, and such other laws and regulations, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee constituted by the Board or any person(s) authorised by the Board in this regard), to make offer(s), invitation(s) to subscribe and issue Secured/Unsecured Redeemable Non-Convertible Debentures (NCDs) on private placement basis in one or more tranches for a sum not exceeding Rs.200 crores (Rupees Two Hundred Crores Only) within the overall borrowing limits of the Company, as may be approved by the Members to the qualified institutional buyers, Foreign Institutional Investors, banks, Financial Institutions, mutual funds, provident and gratuity funds, corporates and such other entities/ persons eligible to subscribe the securities on such terms and conditions including the rate of interest, tenure and security cover thereof etc.

RESOLVED FURTHER THAT the approval of the Company be and is hereby given to all offers or invitations to subscribe to the non-convertible debentures during the period from the conclusion of the 22nd Annual General meeting till the conclusion of the 23rd Annual General meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board or such other persons as may be authorized by the Board, be and are hereby severally authorized to negotiate, modify and finalize the terms and conditions of the NCDs and sign the relevant documents/agreements in connection with the private placement of the NCDs, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture trust deed and any other documents as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) on private placement of NCDs by the company and to further delegate the above powers to any Committee of Directors or any personnel of the company to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution.”

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

**Place: Mumbai
Date: July 7th, 2017**

**Ankit Kawa
Company Secretary
Membership No.: A44317**

Note:

- (i) **THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 RELATING TO THE SPECIAL BUSINESS TO BE TRANACTED AT THE MEETING IS ANNEXED HERETO AND FORMS PART OF THE NOTICE.**
- (ii) **IN RESPECT OF THE ORDINARY RESOLUTION AT ITEM NO. 2 AND SPECIAL BUSINESS AT ITEM NO. 7, A STATEMENT GIVING ADDITIONAL INFORMATION ON THE DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT IS ANNEXED HERewith TO NOTICE AS ANNEXURE I.**
- (iii) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- (iv) THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE SCHEDULED TIME FOR COMMENCEMENT OF THE MEETING.
- (v) MEMBERS/PROXIES/REPRESENTATIVES SHOULD BRING THE ENCLOSED DULY FILLED ATTENDANCE SLIP, FOR ATTENDING THE MEETING.
- (vi) MEMBERS MAY ALSO NOTE THAT THE NOTICE OF THE 22ND ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017 WILL BE AVAILABLE ON THE COMPANY'S WEBSITE VIZ. WWW.FEDFINA.COM. PHYSICAL COPIES OF THE AFORESAID DOCUMENTS WILL BE AVAILABLE AT THE REGISTERED OFFICE FOR INSPECTION DURING BUSINESS HOURS ON WORKING DAYS.
- (vii) 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.
- (viii) 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 OF THE COMPANY.

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. 4 to 9 in the accompanying Notice of the Annual General Meeting.

Item No. 4

In order to comply with the provisions in Table A of schedule I of the Companies Act 2013, the heading of Clause III (A) and clause III (B) needs to be altered. The modification in the Memorandum of Association is being carried out to give effect to the above provisions of the Companies Act, 2013.

Further, the Company also proposed to undertake the business of housing Finance, wholesale financing & the business of securitization and/or asset reconstruction also to reflect the true nature of business.

To enable the Company to commence the aforesaid businesses, it is proposed to amend the Object Clause of the Memorandum of Associations by the insertion of additional objects in the object clause of the Memorandum of Association of the Company. The above amendment would be subject to the approval of the Registrar of Companies, Kerala and any other Statutory or Regulatory Authority, as may be necessary.

The Board of Directors vide its resolution dated March 27, 2017 decided to amend the Object Clause of the Memorandum of Association of the Company and seek shareholders' approval for the same.

In terms of section 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for the proposed change of object clause of the Memorandum of Association of the Company. The proposed Resolution is in the interest of the Company.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m.

The Board recommends the Special Resolution set out at item no.4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

Item No. 5

In order to comply with the provisions of Section 4(1)(d)(i) of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Members are therefore requested to approve, by passing a special resolution, alteration in the Liability Clause of the Memorandum of Association as proposed in accompanying resolution.

A copy of the Memorandum and Articles of Association of the Company is available for inspection by the Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m.

The Board recommends the Special Resolution set out at item no.5 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the Notice.

Item No. 6

The present Authorised Capital of the Company is Rs. 190 Crores (Rupees One Hundred Ninety Crores only) divided into 19 Crores (Nineteen Crores) equity shares of Rs. 10/- (Rupees Ten only). Considering the requirements and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from present Rs. 190 Crores (Rupees One Hundred Ninety Crores only) to Rs. 300 Crores (Rupees Three Hundred Crores only).

The proposed increase in Authorised Share Capital requires the approval of Members in General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of Association and Articles of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The Board recommends the Ordinary Resolution set out at item no.6 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the Notice.

Item No. 7

Mr. Dilip Sadarangani (DIN: 06610897) was appointed as a Director in casual vacancy in place of Mr. Suresh Kumar (DIN: 00494479), by the Board of Directors of the Company with effect from June 23, 2017. As per Section 161(4) of the Companies Act, 2013 a person who has been appointed as Director in casual vacancy holds office upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mr. Dilip Sadarangani as a candidate for the office of Independent Director.

Mr. Dilip Sadarangani is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act 2013.

In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder as Independent Director and is independent of the Management. Also his knowledge and experience will be of benefit to the Company.

Mr. Dilip Sadarangani's profile is given in the section 'Profile of Directors being appointed' annexed to the Notice.

The Board of Directors, therefore, recommends that the resolution set out at item no. 7 of the Notice convening the meeting be approved and passed as Ordinary Resolution.

Except Mr. Dilip Sadarangani, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the passing of the resolution set out at item no.7 of the Notice.

Item No. 8

The existing Articles of Association (AOA) of the Company are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act,2013 ('New Act').With the coming into force of the new Act several articles of the existing Articles of Association of the Company require alteration / deletions.

Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Article of Association (primarily based on Table F set out under the Companies Act,2013),in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors vide its resolution dated March 27,2017 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company is available for inspection by the Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m.

The Board recommends the Special Resolution set out at item no.8 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 8 of the Notice.

Item No. 9

Pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer letter with a previous special resolution of its members approving offer(s) or invitation(s) to subscribe to the debentures of the Company on private placement basis.

In case of offer or invitation for issuance of non-convertible debentures (NCDs), it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

The company had obtained the approval of members at the last Annual General Meeting held on 11th August 2016 for issuance of non-convertible debentures not exceeding Rs. 200 crores in one or more tranches on private placement basis and the said approval of the members is valid till conclusion of 22nd Annual General meeting of the company.

In order to facilitate the raising of funds by way of issuance of Non Convertible Debentures, it would be necessary to have the fresh approval of members in place. Accordingly, the Board of Directors after assessing its fund requirements, has proposed to obtain the consent of the Members of the company for borrowing by way of issuance of NCDs not exceeding Rs. 200 crores to the eligible investor(s) in one or more tranches on private placement basis in accordance with relevant provisions of the Companies Act 2013, applicable circular or guidelines issued by the RBI and such other laws and regulations as may be applicable to the company.

The NCDs are proposed to be issued at face value as may be permissible as per RBI regulations and acceptable to the subscribers of the security. The NCDs are not proposed to be issued at premium.

The terms and conditions of the issue of NCDs including face value, coupon rate, tenor, security, listing, etc. will be decided by the Board/by its duly authorized Committee as may be mutually agreed to both the Company/duly authorized Committee and subscribers of the NCDs.

The Board recommends the Special Resolution set out at item no.9 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 9 of the Notice.

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

**Place: Mumbai
Date: July 7th, 2017**

**Ankit Kawa
Company Secretary
Membership No.: A44317**

ANNEXURE I: DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE ANNUAL GENERAL MEETING

PROFILE OF DIRECTORS BEING APPOINTED/REAPPOINTED

Name	Mr. Shyam Srinivasan (DIN: 02274773)	Mr. Dilip Sadarangani (DIN: 06610897)
Date of Birth	February 2, 1962	September 8, 1949
Age	55 years	67 years
Qualifications	B. E. & PGDM (IIM Kolkata)	Bachelor of Science (Hons) degree from University of Bombay. He also holds a post graduate diploma in Computer Management from Jamnalal Bajaj Institute of Management, University of Bombay.
Experience	Mr. Shyam Srinivasan has more than 20 years of experience with leading multinational banks in India, Middle East and South East Asia, where He gained significant expertise in retail lending, wealth management and SME banking.	Mr. Dilip Sadarangani has wide experience in Banking/ Technology/ Operations, and includes management, maintenance and support of IT software projects as well as IT operations. He has developed and put in place processes and IT policies and continuity plans in three leading Banks in India, Australia and Kuwait. He was also a Core member of the team which automated the first 50 branches of one of the largest financial institutions in the world –State Bank of India.
Terms and conditions of appointment or re-appointment	Non Executive Director (Non Independent), liable to retire by rotation.	Non Executive Independent Director, not liable to retire by rotation.
Details of remuneration sought to be paid	NA	NA
Details of the remuneration last Drawn in FY 2016-17	NA	NA
date of first appointment on the Board	March 18, 2011	June 23, 2017

Shareholding in the Company	Mr. Shyam Srinivasan holds 200 Equity Shares of Rs.10 each in the Company	Mr. Dilip Sadarangani does not hold any shares in the Company.
Relationship with other Directors, Manger and other KMPs of the company	Mr. Shyam Srinivasan is not related to any other Director, Manager and other KMPs of the company.	Mr. Dilip Sadarangani 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. Shyam Srinivasan attended seven Board meetings out of the Nine Board meetings held during the FY 2016-17.	As a Nominee Director, Mr. Dilip Sadarangani attended all the Nine Board meetings held during the FY 2016-17.
Directorships held in other companies	1. The Federal Bank Ltd 2. IDBI Federal Life Insurance Company Limited 3. Indian Institute of Banking and Finance (Governing Council Member)	1. The Federal Bank Ltd
Membership/ Chairmanship of Committees of other companies	1. <u>The Federal Bank Ltd:</u> <u>Chairman:</u> <ul style="list-style-type: none"> • Special Committee of the Board for monitoring & follow up of cases of Fraud; • Review Committee of the Board on Non Cooperative Borrowers; • Review Committee of the Board for Wilful Defaulters of the Bank. <u>Member:</u> <ul style="list-style-type: none"> • Credit and Investment raising Capital Committee; • Risk Management Committee; • Investor Grievance & Share Transfer Committee; • Customer Service & Marketing Strategy Committee; • Information Technology & Operations Committee; • Committee for Human Resource Policy; • Corporate Social Responsibility Committee; • Investor Grievance & Stakeholder Relationship Committee 	1. <u>The Federal Bank Ltd:</u> <u>Chairman:</u> <ul style="list-style-type: none"> • Information Technology & Operations Committee; • Investor Grievance & Stakeholder Relationship Committee. <u>Member:</u> <ul style="list-style-type: none"> • Credit and Investment raising Capital Committee; • Nomination, Remuneration, Ethics and Compensation Committee; • Review Committee of the Board on Non Cooperative Borrowers

	<p>2. <u>IDBI Federal Life Insurance Company Limited</u></p> <p><u>Chairman:</u> Policy Holder Protection Committee</p> <p><u>Member:</u> Nomination & Remuneration Committee</p>	
--	---	--

ROUTE MAP

Venue of the Annual General Meeting of the Federal Bank of India to be held on Friday July 14, 2017 at Mahatma Gandhi Municipal Town Hall, Aluva.

