



**Federal Operations and Services Limited**

**CIN: U74999KL2018PLC055298**

**R. OFFICE : DOOR NO. 8/628, FIRST FLOOR, FEDERAL TOWERS, BANK JUNCTION, ALUVA,  
ERNAKULAM, 683101**

**Email: johnson@federalbank.co.in, Phone: 09847417073, website: FedServ.co.in**

**Date: 15<sup>th</sup> July 2020**

**Notice To Shareholders**

Notice is hereby given that **Second Annual General Meeting** of the 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>
2 <sup>nd</sup> Annual General Meeting	Tuesday, 11 <sup>th</sup> August 2020	3 PM	Board Room, 6 <sup>th</sup> Floor, Federal Towers, Bank Junction, Aluva, 683101- Ernakulam (Kerala) with option to participate in the meeting through VC/OAVM

To transact the following business-

1. 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 31<sup>st</sup> March 2020 and the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Balagopal C (DIN: 00430938), who retires by rotation and being eligible, offers himself for re-appointment

**SPECIAL BUSINESS**

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



Re-appointment of Mr Johnson K Jose (DIN: 08267398) as Whole Time Director designated as Key Managerial Personnel

**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, Section 203 read with Schedule V and all other applicable provisions if any, rules made thereunder of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and provisions of the Articles of Association, approval of the members be and is hereby accorded for the re-appointment of Mr. JOHNSON KOONAMPLAKKAL JOSE (DIN: 08267398) as Whole time Director designated under the category of Key Managerial Personnel with effect from 29.08.2020 for a period of two years on nil remuneration.

By order of the Board of Directors

Place: Aluva  
Date: 15<sup>th</sup> July 2020

Ashish Peety  
Company Secretary

**NOTES FOR MEMBERS' ATTENTION:**

1. 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 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the facility of participating in the AGM through VC / OAVM is also extended.
2. Members will be able to attend and participate in the AGM through VC / OAVM. Particulars pertaining to manner and process of log in will be mailed separately.
3. 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.
4. A member entitled to attend (other than a member who is opting to attend the meeting through VC/OAVM) and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office (Address-8/628, 1<sup>st</sup> Floor, Federal Towers, Bank Junction, Aluva, Ernakulam, Kerala 683101 of the Company not less than 48 hours before the commencement of the Meeting.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. 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 registered 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. Also, in terms of Circular no 20/2020 dated 05.05.2020, inspection can be done electronically/electronic mode on the website of the company.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. Members/proxies attending the meeting are requested to bring their duly filled admission/attendance slips sent along with the notice of Annual general meeting at the meeting.



9. 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.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Members may please note the designated email id of the Company: ashishp@federalbank.co.in . If a poll is conducted at the Annual General Meeting, members may convey the vote to the said email id.
12. Further, members who need assistance before or during the AGM, can contact Mr. Manikandan S, Manager, Information Technology Department. (C. No. 08105994536, email: [manikandans@federalbank.co.in](mailto:manikandans@federalbank.co.in))

**Disclosure as per Secretarial Standard 2 For item no. 2**

<b>Particulars</b>	<b>Information</b>
Name	Mr. Balagopal Chandrasekhar
Age	68 years
Qualifications	Post Graduate in Economics
Experience	30+ years
Terms and Conditions of appointment and details of remuneration	As per item no.2
Remuneration last drawn	Rs. 30000/-
Date of first appointment on Board	26.10.2018
Shareholding in company	Nil (As on 31.03.2020)
Relationship with other Directors, Manager and other KMP	Nil
Number of Meetings of Board attended	For FY 2019-20: 4 out of 6 Board Meeting
Other Directorships	<p>Director of-</p> <ul style="list-style-type: none"> <li>• The Federal Bank Ltd</li> <li>• Enter Technologies Private Limited</li> <li>• Mobilexion Technologies Private Limited</li> <li>• Trivandrum Centre For Performing Arts</li> </ul> <p>Member/Chairman of :</p> <ul style="list-style-type: none"> <li>• Credit Committee, Federal Bank</li> <li>• Nomination, Remuneration, Ethics and Compensation Committee, Federal Bank (Chairman)</li> <li>• Investor Grievance, Share Transfer and Stakeholder Relationship Committee, Federal Bank</li> <li>• Investment &amp; Raising Capital Committee, Federal Bank</li> <li>• Review Committee of the Board for Willful Defaulters, Federal Bank</li> </ul>

### Explanation Statement For Item no. 3

The Board at its meeting held on 29.08.2019 had appointed Mr. JOHNSON KOONAMPLAKKAL JOSE, as Whole Time Director as per the terms and conditions and period mentioned in the resolution. He was further designated as Key Managerial Personnel thereto.

The Board has at its meeting no. 02/2020-21 dated 10<sup>th</sup> June 2020 sought to reappoint Mr. JOHNSON KOONAMPLAKKAL JOSE, as Whole Time Director as per the terms and conditions and period mentioned in the resolution.

Mr. JOHNSON KOONAMPLAKKAL JOSE has rich experience in the IT industry and he is actively associated with the holding company for several years. Taking into consideration his expertise in the field, it is proposed to re-appoint him as a Whole Time Director.

As per Secretarial Standard 2, the following information is provided:

Particulars	Information
Name	Mr.Johnson Koonamplakkal Jose
Age	52 yrs.
Qualifications	BE, MBA
Experience	25+ Years
Terms and Conditions of appointment and details of remuneration	As per item no.3
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, Manager and other Key Managerial Personnel	Nil
Number of Meetings of Board attended	For FY 19-20: 6 out of 6 Board Meeting
Other Directorships, Memberships/Chairmanships of Committees of other Boards	Other Directorships: Nil Memberships/Chairmanships of Committees of other Boards: Nil

The Board of Directors therefore proposes the resolution at item 3 for the approval of members.

Except Mr. JOHNSON KOONAMPLAKKAL JOSE none of the Directors, key managerial personnel and their relatives are concerned or interested in the proposed resolution.

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 registered 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. Also, in terms of Circular no 20/2020 dated 05.05.2020, inspection can be done electronically/electronic mode on the website of the company.

Other information as per the requirements of Secretarial Standard is given as follows: -

**I. General information:**

- (1) Nature of industry – Data entry operations and monitoring
- (2) Date or expected date of commencement of commercial production – 1<sup>st</sup> Dec. 18
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - NA.
- (4) Financial performance based on given indicators – as per financial statements
- (5) Foreign investments or collaborations, if any. - NA

**II. Information about the appointee:** Information is mentioned in resolution and explanatory statement

- (1) Background details – as per disclosure in explanatory statement above
- (2) Past remuneration - NA
- (3) Recognition or awards – SVP, Information Technology, Federal Bank
- (4) Job profile and his suitability - Comparable to industry norms
- (5) Remuneration proposed - NA
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) – NA
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any- NA

**III. Other information:**

- (1) Reasons of loss or inadequate profits – NA
- (2) Steps taken or proposed to be taken for improvement – Company is in the process of migration of operational activities from its customers
- (3) Expected increase in productivity and profits in measurable terms – Number of processes are expected to be 78 as on 31.03.2020.



**Form No. MGT-11**

**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN: U74999KL2018PLC055298

Name of the Company: Federal Operations and Services Limited

Registered office: Door no. 8/628, 1st floor, federal towers, Bank Junction, Aluva, Ernakulam, 683101

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint

1. Name : .....

Address : .....

E-mail Id : .....

Signature :....., or failing him

2.Name : .....

Address : .....

E-mail Id : .....

Signature:....., or failing him

3. Name : .....

Address: .....

E-mail Id: .....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General meeting of the Company, to be held on **Tuesday 11<sup>th</sup> August 2020, at 3 PM** at Board Room, 6th Floor, Federal Towers, Bank Junction, Aluva, 683101- Ernakulam (Kerala)of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:





1. 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 31<sup>st</sup> March 2020 and the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Balagopal C (DIN: 00430938), who retires by rotation and being eligible, offers himself for re-appointment
3. Re-appointment of Mr. Johnson K Jose (DIN: 08267398) as Whole Time Director designated as Key Managerial Personnel

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp:

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.



**Route Map**

**Federal Operations and Services Limited**

**CIN: U74999KL2018PLC055298**

**R. Office : Door no. 8/628, first floor, federal towers, Bank Junction, Aluva, Ernakulam, 683101**

