



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: 12th July 2021

Notice To Shareholders

Notice is hereby given that **Third 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 2021-22	Tuesday, 17 th August 2021	4.00 PM	through VC/OAVM

To transact the following business-

ORDINARY BUSINESSES

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 31st March 2021 and the Reports of the Board of Directors and the Auditors thereon;
2. To re-appoint Director Mr. Johnson Koonamplakkal Jose (DIN:08267398), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESSES

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

Regularization of Appointment of Director- Mr. Prashant Preman (DIN: 09134084)

“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. Prashant



Preman (DIN:09134084) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the 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.”

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

Regularization of Appointment of Director -Mr. Venkateswaran Venkatraman (DIN: 09227554)

“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. Venkateswaran Venkatraman (DIN: 09227554) whose term of office as an additional director expires at the conclusion of this Annual General Meeting 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.”

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

Appointment of Mr.Prashant Preman (DIN: 09134084) as a Whole time Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of Mr. Prashant Preman (DIN: 09134084) as a Whole-Time Director of the Company for a period of 05 years effective from April 16,2021 on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or Remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do



all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

Place: Kakkanad
Date: 12th July 2021

By order of the Board of Directors
S/d
Paiparambath Anil
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 nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (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 at a common venue. In compliance with the MCA Circulars 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.

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

Particulars	Information
Name	Mr. Johnson Koonamplakkal Jose
Age	53 yrs.
Qualifications	BE, MBA
Experience	25+ Years
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	Nil
Number of Meetings of Board attended	For FY 20-21: 4 out of 4 Board Meetings
Other Directorships /Committee Membership/Chairmanship	Nil

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

Item no. 3

The Board of the Federal Operations and Services Limited at its meeting held on April 16, 2021 had appointed Mr. Prashant Preman (DIN:09134084) 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 and specialised knowledge 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

Particulars	Information
Name	Mr. Prashant Preman
Age	15/05/1981
Qualifications	MBA
Experience	20+ Years
Terms and Conditions of appointment and details of remuneration	As per item no.5
Remuneration last drawn	INR 2.04 L P/M
Date of first appointment on Board	16.04.2021
Shareholding in company	Nil (As on 31.03.2021)
Relationship with other Directors	Nil
Number of Meetings of Board attended	01 Meeting out of 01 meeting held after his appointment
Other Directorships/Committee Membership/Chairmanship	Nil

None of the Directors or KMP except Mr. Prashant Preman and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Item no. 4

The Board of the Federal Operations and Services Limited at its meeting held on July 12, 2021, had appointed Mr. Venkateswaran Venkatraman (DIN: 09227554) 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 and specialised knowledge 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

Particulars	Information
Name	Mr. Venkateswaran Venkatraman
Age	55
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	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
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	Nil (As on 31.03.2021)
Relationship with other Directors	Nil
Number of Meetings of Board attended	01 Meeting out of 01 meeting held after his appointment

Other Directorships/Committee Membership/Chairmanship	Nil
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None of the Directors or KMP except Mr. Venkateswaran Venkatraman and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item no. 5

The Board at its meeting held on 16.04.2021 had appointed Mr. Prashant Preman (DIN: 09134084), as Whole Time director of the Company as per the terms and conditions and period mentioned in the resolution.

Taking into consideration his expertise and specialised knowledge which will contribute to the growth of the Company, the Board recommends his appointment as a whole time director of the Company

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

Particulars	Information
Name	Mr. Prashant Preman
Age	15/05/1981
Qualifications	MBA, Six Sigma Master Black Belt
Experience	20+ years
Terms and Conditions of appointment and details of remuneration	i) The appointment shall be valid for a period of 5 years. ii) The remuneration shall be INR 2.04 Lakhs per month which shall be subject to review as per the compensation policy of FedServ.
Remuneration last drawn	INR 2.04 L P/M
Date of first appointment on Board	16.04.2021
Shareholding in company	Nil (As on 31.03.2021)
Relationship with other Directors	Nil
Number of Meetings of Board attended	01 Meeting out of 01 meeting held after his appointment
Other Directorships/Committee Membership/Chairmanship	Nil

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



Documents relating to the resolutions under Special Business may be perused on any working day during working hours up to the date and time of commencement of the Annual General Meeting at the registered office of the company.

Place: Kakkanad
Date: 12th July 2021

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