

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of KLG Capital services Limited ('AGM') will be held on Friday, September 29, 2017 at 1615 hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. The Standalone Audited Financial Statements for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Nikhil Gandhi (DIN:00030560), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. NBS & Co., as the Statutory Auditors of the Company and in this regard to consider, and if thought fit ,to pass the following resolution as an ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the recommendations of the Audit Committee M/s. NBS & Company, Chartered Accountants (Firm Registration No. 110100W),be and are hereby re-appointed as Statutory Auditors of the Company, for a term of two years i.e., till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2019; subject to ratification by the members at the 24th AGM at a remuneration mutually determined between the Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass 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 Director) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. J. Alexander (DIN: 00485766), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from February 10, 2017, in terms of Section 161(1) of the Act and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e up to February 09 ,2022 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution."

Registered Office:

SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023
CIN: L67120MH1994PLC218169
Ph: 022 - 6619 9000 Fax: 022 - 2269 6024
Email: company.secretary@klgcapital.com
Website: www.klgcapital.com

By Order of the Board of Directors

**Amruta Giradkar
Company Secretary**

Place: Mumbai

Date: August 29, 2017

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item No. 4 is annexed hereto.
2. Pursuant to the requirements on Secretarial Standard ("SS-2") and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of the Director proposed to be reappointed | appointed are given in the Exhibit to Notice.
3. **PROXIES**
 - a. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and the proxy(ies) so appointed need not be a member of the Company. Proxy(ies) in order to be effective, must be received at the Company's registered office not less than 48 hours before the commencement of the

- meeting. Only duly completed, signed and stamped proxy will be considered valid. A proxy form is attached herewith.
- b. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case of a Member who is holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a Company, society, partnership firm, etc., it shall be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation. The Proxy-holder shall prove his identity at the time of attending the Meeting.
 - c. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged, at any time during the business hours at the Registered Office of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
 5. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports and the Attendance Slips sent herewith to attend the AGM.
 6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 7. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which directors are interested maintained under Section 170 and Section 189 of the Companies Act, 2013 respectively, will be available for inspection by the members at the AGM.
 8. The Register of Members and Transfer Books of the Company shall remain closed from Saturday, September 23, 2017 to Friday September 29, 2017, both days inclusive, for the purpose of the AGM of the Company.
 9. The Members of the Company are requested to:
 - i. Notify immediately any change in their addresses/other contact details to the Company's Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina, New Delhi – 110 028 ("RTA") for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
 - ii. Quote the Ledger Folio or Client ID and DP ID Numbers in all Communications with the Company/RTA.
 - iii. Approach the Company for consolidation of folios, if shareholdings are under multiple folios.
 - iv. Register their e-mail address, if not already registered, so that they can receive the Annual Report and other communication from the Company electronically.
 - v. Submit Permanent Account Number("PAN") to their Depository Participants with whom they are maintaining their demat accounts in case of members holding shares in electronic form and with the Company/ RTA in case of members holding shares in physical form as Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market.
 10. Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven working days in advance of the AGM so that the information required can be made readily available at the meeting.
 11. Copies of the Annual Report for FY 2016-2017 along with the Notice of the AGM, Attendance Slip and Proxy Forms are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ("DPs") for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report, etc., are being sent by the permitted mode. The Annual Report are being sent to the Members, as ibid, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as on Friday, September 01, 2017. However, if such a person is not a Member on the cut-off date of Friday, September 22, 2017; such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is also available for download from the website of the Company i.e. www.klgcapital.com
 12. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 11:00 a. m. to 1:00 p. m. on all working days up to the date of the AGM. Copies thereof shall also be made available for inspection at the Meeting.
 13. In compliance with provisions of Section 108 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SS-2 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this Notice. The facility

of casting the votes by the Members using remote e-voting will be provided by Central Depository Services (India) Limited ('CDSL'). The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for remote e-voting are detailed hereunder:-

- (i) The voting period begins on Tuesday, September 26, 2017 at 0900 hours and ends on Thursday, September 28, 2017 at 1700 hours. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 22, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number ("EVSN" i.e. "170817027") for KLG Capital Services Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non-Individual Shareholders & Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. The Company has appointed Ms. Bhavika Aashish Bhatt (C.P. No. 13376), Company Secretary in Practice, Mumbai, as Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than forty eight hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person so authorised who shall countersign the same and declare the result of the voting forthwith.

15. The results declared along with the Scrutinizer's Report will be posted on the Company's website i.e. www.klgcapital.com and on CDSL's website and shall also be communicated to the BSE Limited, where the shares of the Company are listed.

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

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No. 4

Based on the Recommendation of Nomination Remuneration Committee, Board of Directors of the Company at its meetings held on 29 August, 2017 appointed Mr. J Alexander as an Additional Director designated as ID with effect from February 10, 2017, who holds office up to the date of ensuing AGM in terms of section 161 of the Companies Act, 2013.

Mr. J Alexander satisfies all the conditions set under the Code of Independent Directors as prescribed under Schedule IV of the Companies Act, 2013 also conditions pursuant to Section 149(6) and 149(7) of the Companies Act, 2013 and the Rules made thereunder of the Act for being eligible for his appointment. The details of the appointee are given in the Exhibit to Notice.

The Board recommends the resolution set out at item No. 4 of the Notice for the approval by the Members by way of ordinary resolution.

Except Mr. J Alexander, being an appointee, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

EXHIBIT TO NOTICE

Pursuant to SS-2 and Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, following information is furnished in respect of Director proposed to be re-appointed / appointed:

Name of Director/Manager	Mr. Nikhil Gandhi (Director) (DIN: 00030560)	Mr. J. Alexander (Director)(DIN: 00485766)
Date of Birth	April 25, 1959	August 8, 1938
Age	58 Years	79 Years
Qualification	B.Com	M.A. (English Language & Literature) and Phd. (Philosophy)
Nationality	Indian	Indian
Date of Appointment	June 19, 2008	February 10,2017
Designation	Non-Executive, Non-Independent Director	Non-Executive, Independent Director

Brief profile including nature of Expertise in specific functional areas	Mr. Nikhil Gandhi is a first-generation entrepreneur. In 1990, he received the 'Best Young entrepreneur' award from the Ministry of chemicals and Petrochemicals, Government of India and in 2001, he was conferred the 'Great Son of Soil' award by the All India Conference of Intellectuals. Mr. Nikhil Gandhi has contributed in undertaking various projects of national importance, several such project being first-of-its-kind in aspects such as bringing private sector initiative into hitherto public domain. He has 29 years of experience in conceiving and developing infrastructure projects across India.	Mr. J. Alexander is a retired senior bureaucrat. After teaching English Literature in Kerala University, he joined the Indian Administration Service in 1963. He has held important positions in his long professional career to name few; Managing Director, Karnataka State Ware Housing Corporation; Chief Executive Officer, Karnataka State Road Transport Corporation, Commissioner of Bangalore City Corporation; Chairman, Karnataka State Housing Board and Karnataka State Slums Clearance Board. He was elected as Member of Legislative Assembly from Bharathi Nagar Constituency in Bangalore and subsequently as Minister for Tourism, Government of Karnataka. In his capacity as a Chairman of Central Coir Board, he also worked as Consultant for Agriculture Organisation of United Nation.
Inter-se relationship with other directors and key managerial personnel	None	None
Number of Board Meetings attended during the year.	One	—
Directorship held in other Companies as on March 31, 2017	<ul style="list-style-type: none"> • Awaita Properties Private Limited • SKIL Infrastructure Limited • Reliance Defence and Engineering Limited • Navi Mumbai SEZ Private Limited • Urban Infrastructure Holdings Private Limited • SKIL-Himachal Infrastructure and Tourism Limited • SKIL Institute of Nursing Private Limited • JPT Securities Limited • Pipavav Electronic Warfare Systems Private Limited • Nayroh Lifestyle and Leisure Infrastructure Limited • Karanja Terminal & Logistics Private Limited • Mazagon Dock Pipavav Defence Private Limited • PDOC Pte. Limited • Merchantile Ports and Logistics Limited • Sohar Free Zone LLC • SKIL Global Ports and Logistics Limited • SKIL (Singapore) Pte. Limited 	<ul style="list-style-type: none"> • SKIL Infrastructure Limited • Stumpp Schuele & Somappa Private Limited • Symphony T.V. & Entertainments Private Limited • Karanja Logistic Private Limited • Transaction Analysts (India) Private Limited • Navi Mumbai SMART CITY Infrastructure Limited • SKIL-Himachal Infrastructure and Tourism Limited • SKIL Shipyard Holdings Private Limited • Kings Infra Ventures Limited • KLM Axiva Finvest Limited • JPT Securities Limited • Orange SMART CITY Infrastructure Private Ltd
Chairmanship / Membership of the Committee of the Board of Directors of other public Companies as on March 31, 2017	-	-

KLG Capital Services Limited

a) Audit Committee	JPT Securities Limited	JPT Securities Limited
	SKIL-Himachal Infrastructure and Tourism Limited	SKIL Infrastructure Limited
		Navi Mumbai SMART CITY Infrastructure Limited
		SKIL Shipyard Holdings Private Limited
b) Stakeholders Relationship Committee	SKIL Infrastructure Limited	SKIL Infrastructure Limited
	JPT Securities Limited	JPT Securities Limited
c) Nomination & Remuneration committee	SKIL Infrastructure Limited	SKIL Infrastructure Limited
	JPT Securities Limited	JPT Securities Limited
Shareholding in the Companies as on March 31, 2017	---	---
Remuneration	Nil	Nil

KLG CAPITAL SERVICES LIMITED

CIN: L67120MH1994PLC218169
 Registered Office: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023;
 Tel: 022-6619 9000; Fax: 022-2269 6024;
 E-mail: company.secretary@klgcapital.com; Website: www.klgcapital.com

ATTENDANCE SLIP

23rd Annual General Meeting –Friday, September 29, 2017

Name:.....
 DP ID No. / Client ID No.: (for investors holding shares in electronic form)
 Ledger Folio No.:..... No. of Shares:.....

I hereby record my presence at the 23rd Annual General Meeting of the Members of the Company held on Friday, September 29, 2017 at 1615 Hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001

Signature

Note: Please fill attendance slip and hand it over at the entrance of the meeting hall.

PROXY FORM

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

Name of the Company: KLG Capital Services Limited; CIN: L67120MH1994PLC218169;

Registered Office: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023;
 Tel: 022-6619 9000; Fax: 022-2269 6024; E-mail: company.secretary@klgcapital.com; Website: www.klgcapital.com

Name of 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 falling him/her
2. Name : Address :
 E-mail ID : Signature : or falling him/her
3. Name : Address :
 E-mail ID : Signature : or falling him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **23rd Annual General Meeting** of the Company, to be held on Friday, September 29, 2017 at 1615 Hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business:			
1.	Ordinary Resolution for adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Auditors and Directors thereon		
2.	Ordinary Resolution for re-appointment of Mr. Nikhil Gandhi, Director (DIN: 00030560), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution under section 139 of the Companies Act, 2013, for appointment of Auditors and fixing their remuneration.		
Special Business:			
1.	Ordinary Resolution for appointment of Mr. Alexander John Joseph as a Director (Independent Director) of the Company.		

Signed this day of, 2017

Signature of Member :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the resolutions, explanatory statements and Notes please refer to the Notice of 23rd Annual General Meeting.
3. * It is optional to put your preference in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

The route map of the VENUE of the AGM is given herein below.

