

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of KLG Capital Services Limited will be held on Friday, September 25, 2015 at 1500 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 the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and 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 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, 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 pursuant to the resolution passed by the Members of the Company at the 20th Annual General Meeting ("AGM") held on September 30, 2014; the Company hereby ratifies the appointment of M/s. NBS & Co, Chartered Accountants (Firm Registration No. 110100W), as the Statutory Auditors of the Company to hold office from the conclusion of ensuing AGM till the conclusion of 23rd AGM of the Company to be held in the year 2017; on such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditors based on the recommendation of the Audit committee."

By Order of the Board of Directors

Place : Mumbai
Date : August 12, 2015

Nishita M. Nagrecha
Company Secretary

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

NOTES:

- 1) Pursuant to the requirements on Corporate Governance under Clause 49 of Listing Agreement entered into with Stock Exchange, the brief profile of the Director proposed to be reappointed is given in the Exhibit to Notice.
- 2) **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 A PROXY 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.**
 - 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 carrying voting rights. 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 Member. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer are companies, societies, partnership firms, etc., it shall be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.
 - c. During the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting ("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 of the Company, provided that not less than three days of notice in writing is given to the Company.
- 3) 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 authorising their representative to attend and vote in their behalf at the Meeting.
- 4) Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports and the Attendance Slips sent herewith to attend the AGM.

KLG Capital Services Limited

- 5) 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.
- 6) The Register of Members and Transfer Books of the Company shall remain closed from Saturday, September 19, 2015 to Friday, September 25, 2015 (both days inclusive).
- 7) The Members are requested to:
 - a) intimate to Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company (for shares held in physical form) and to their respective Depository Participant (for shares held in Dematerialised form) the changes, if any, in their registered address, Bank account details, Email address, etc. at an early date. The said details will be automatically reflected in the Company's records. This will help the Company and the Registrar and Share Transfer Agents to provide efficient and better services to the Members;
 - b) quote ledger folio numbers/DP Identity and Client Identity Numbers in all their correspondence with the Company;
 - c) approach the Company for consolidation of folios, if shareholdings of a person are under multiple folios;
- 8) Members who have not registered their email addresses with the Depositories are requested to register the same so that the Company can send the future communications in electronic mode. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the Members may also send requests to the Company's investor Email Id: company.secretary@klgcapital.com.
- 9) Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company at least seven days in advance of the AGM so that the information required can be made readily available at the meeting.
- 10) In support of the Green Initiative, copies of the Annual Report for FY15 along with the Notice of the 21st 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 / 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. 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.
- 11) 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.
- 12) The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
- 13) Voting through electronic means: 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), the Company is pleased to provide remote 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 Company has availed the remote e-voting services of Central Depository Services (India) Limited ("CDSL"). The Company has appointed Mr. Aashish K. Bhatt (C.P. No. 7023), Practising Company Secretary, Mumbai, as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

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

- (i) The voting period begins on Tuesday, September 22, 2015 at 900 hours and ends on Thursday, September 24, 2015 at 1700 hours. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 18, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Members.
- (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 Members as well as physical Members) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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. 150821045) 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 Demat account holder has forgotten the same 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) Note for Non-Individual Members & Custodians:
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - 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 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.
- (xix) 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) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 18, 2015 may follow the same procedure as mentioned above for e-Voting. However, if you are already registered with CDSL for remote e-voting then you can use your existing password for casting your vote.

KLG Capital Services Limited

- 15) The facility for voting through polling paper shall also be made available at the meeting and Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 16) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
- 17) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.klgcapital.com and of CDSL and shall also be communicated to BSE Limited.

EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, following information is furnished in respect of Director proposed to be appointed / re-appointed:

Name of the Director	Mr. Nikhil Gandhi
Date of Birth	April 25, 1959
Nationality	Indian
Date of Appointment	June 19, 2008
Designation	Non-Executive, Non-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 projects 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.
Directorships held in other Companies	<ul style="list-style-type: none"> • Pipavav Defence and Offshore Engineering Company Limited • SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) • Mazagon Dock Pipavav Defence Private Limited • SKIL-Himachal Infrastructure and Tourism Limited • JPT Securities Limited • Nayroh Lifestyle and Leisure Infrastructure Limited • Awaita Properties Private Limited • Urban Infrastructure Holdings Private Limited • Karanja Terminal & Logistics Private Limited • Navi Mumbai SEZ Private Limited • SKIL Institute of Nursing Private Limited • Pipavav Electronic Warfare Systems Private Limited • Sohar Free Zone LLC • SKIL Ports & Logistics Limited • PDOC Pte. Limited • SKIL (Singapore) Pte. Limited
Memberships/ Chairmanships of committees of other public companies (only Audit and Stakeholders Relationship Committee) included	<ul style="list-style-type: none"> • SKIL- Himachal Infrastructure and Tourism Limited- Member of Audit Committee • Pipavav Defence and Offshore Engineering Company Limited - Chairman of Stakeholders Relationship Committee • SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) - Member of Stakeholders Relationship Committee • JPT Securities Limited - Member of Audit Committee and Member of Stakeholders Relationship Committee
Shareholding in the Company	Nil
Inter-se relationship with other Directors	None

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

