

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting ("AGM") of the Members of KLG Capital Services Limited will be held on Tuesday, September 30, 2014 at 1600 hours at Babasaheb Dahanukar Hall, Orion House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nilesh Mehta (DIN – 02101502), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and 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 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. NBS & Co., Chartered Accountants having ICAI Firm Registration No. 110100W, be and is hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Twentieth AGM till the conclusion of the Twenty-third AGM to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration in addition to reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. 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 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to consider Mr. Nikhil Gandhi (DIN – 00030560) as Director, whose period of office shall be liable to determination by retirement of directors by rotation."
5. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V. Ramanan (DIN - 02754562), Director of the Company in respect of whom the Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from September 30, 2014 up to September 29, 2019 and who shall not be liable to retire by rotation."
6. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Gayathri Ramachandran (DIN - 02872723), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 30, 2014, in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder, and who holds office until the date of this AGM and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from May 30, 2014 up to May 29, 2019 and who shall not be liable to retire by rotation."
7. 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 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 (corresponding to Section 269 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) and subject to requisite approval, as may be necessary, the consent of the Company be and is hereby accorded to the appointment of Mr. Milan Mandani as Manager of the Company, for a period of two years effective from February 12, 2014, on the terms and conditions of appointment as contained in the Agreement, a copy whereof is placed before the Meeting; and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 and as may be agreed by the Board of Directors and Mr. Milan Mandani.

Resolved Further That the 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."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved That in accordance with the provisions of section 196 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 (corresponding to Section 269 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) and subject to requisite approval, as may be necessary, the consent of the Company be and is hereby accorded to re-appointment of Mr. Hemendra Singh as a Whole-time Director of the Company for a period from October 1, 2013 upto the closure of working hours on February 11, 2014, on the terms and conditions of appointment as contained in the Agreement, a copy whereof is placed before the Meeting; and mutually agreed between the Board of Directors and Mr. Hemendra Singh.

Resolved Further That the 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."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"Resolved That in supersession of the Ordinary Resolution adopted at the Fourteenth Annual General Meeting held on August 29, 2008 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions and subject to requisite consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the power conferred by this resolution) to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 400 Crores (Rupees Four Hundred Crores only).

Resolved Further That the 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."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved That the Company do ratify and approve the decision of the Board of Directors of the Company taken in the Board Meeting held on March 31, 2014, for rescission of Resolution No. 1 contained in Postal Ballot Notice dated February 11, 2013, which was approved by the majority of Members on April 12, 2013, for increasing the Authorised Share Capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each and 4,00,00,000 (Four Crores) Preference Shares of Rs. 10/- (Rupees Ten only) each (hereinafter referred to as Resolution No. 1).

Resolved Further That the Clause V of the Memorandum of Association shall remain un-altered and the same shall be read, as it was being read prior to passing of the Resolution No. 1, as under:

'V. The Authorised Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs) divided in to 35,00,000 (Thirty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten each).'

Resolved Further That the 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."

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"Resolved That the Company do ratify and approve the decision of the Board of Directors of the Company taken in the Board Meeting held on March 31, 2014, for rescission of Resolution No. 2 contained in the Postal Ballot Notice dated February 11, 2013, which was approved by the majority of Members on April 12, 2013, for alteration of Article 3 of the Articles of Association of the Company relating to Authorised Share Capital (hereinafter referred to as Resolution No. 2).

Resolved Further That Article 3 of the Articles of Association of the Company shall remain un-altered and the same shall be read, as it was being read prior to passing of the Resolution No. 2, as under:

3. The Authorised Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten) each with power to subdivide, consolidate and increase or decrease and with power, from time to time, to issue any shares of the original capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be, thought fit, and upon the sub-division of share to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.'

Resolved Further That the 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."

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“Resolved That the Company do ratify and approve the decision of the Board of Directors of the Company taken in the Board Meeting held on March 31, 2014, for rescission of Resolution No. 3 contained in the Postal Ballot Notice dated February 11, 2013, which was approved by the majority of Members on April 12, 2013, for issue of 4,00,00,000 (Four Crores) Preference Shares of Rs. 10/- (Rupees ten Only) each on preferential basis to Awaita Properties Private Limited, the Promoter of the Company.

Resolved Further That the 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.”

By Order of the Board of Directors

Place: Mumbai

Date: August 14, 2014

Nilesh Mehta
Director

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. The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of the special business to be transacted at the AGM, is annexed hereto.
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 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. 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 body corporate, it shall be under its seal or be signed by an officer or an attorney duly authorised by it.
 - 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 of the Company, provided that not less than three days of notice in writing is given to the Company.
 - d. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports and the Attendance Slips sent herewith to attend the AGM.
3. Corporate Members intending to send their Authorised Representatives to attend the AGM are requested to send to the Company, a duly certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the AGM.
4. The Register of Members and Share Transfer Books will remain closed from Thursday, September 25, 2014 to Tuesday, September 30, 2014 (both days inclusive) for the purpose of AGM.
5. 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;
6. In support of the Green Initiative, copies of the Annual Report for FY14 along with the Notice of the 20th AGM, Attendance Slip and Proxy Form are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) 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 FY14 are being sent by the permitted mode. Members may also note that Annual Report is also available for download from the website of the Company www.klgcapital.com.
7. 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 shareholders may also send requests to the Company's investor Email Id: company.secretary@klgcapital.com
8. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is given in the Exhibit to this Notice.
9. Members desirous of obtaining any information concerning the accounts of the Company are requested to write to the Company at least seven days before the date of the AGM to enable the Company to keep the information ready at the AGM.
10. All the documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013, are available for inspection at the Registered office of the Company on all working days except Saturday, Sunday and Public Holiday between 10.00 a.m. to 12.00 noon upto the date of the AGM.
11. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company is pleased to provide e-voting facility to all the 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 e-voting services as provided by Central Depository Services (India) Limited. The Company has appointed Mr. Aashish K. Bhatt, Proprietor of M/s. Aashish K. Bhatt & Associates, Practising Company Secretaries (C.P. No. 7023), as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The instructions for Members voting electronically are as under:

- (i) The voting period begins on Wednesday, September 24, 2014 at 900 hours and ends on Friday, September 26, 2014 at 1800 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 29, 2014, 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. (1) If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field. (2) If your name is Ramesh Kumar with Demat A/c No. 12058700 00001234 then default value of PAN is RA00001234.

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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or 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. "140902069") 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 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 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - 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.
12. The Scrutinizer will submit his Report after completion of scrutiny. The results of the voting on the resolutions at the AGM alongwith the Scrutinizer's Report will be posted on the website of the Company and of CDSL.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3

This Explanatory Statement is provided though strictly not required as per Section 102 (1) of the Companies Act, 2013.

M/s. NBS & Co., Chartered Accountants ("NBS") are currently the Statutory Auditors of the Company. They have been the auditors of the Company since the conclusion of 15th AGM and have completed a term of 5 consecutive years.

As per the provisions of Section 139 of the Companies Act, 2013, no listed company can appoint or re-appoint an audit firm as auditors for more than two terms of upto five consecutive years each.

Since, NBS have been Statutory Auditors of the Company for a term of five consecutive years, they can be appointed for one more term of 5 consecutive years.

In view of the above, NBS, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors propose their appointment as the Statutory Auditors of the Company for a term of three consecutive years from the conclusion of this AGM till the conclusion of Twenty-third AGM of the Company to be held in the year 2017, subject to ratification of their appointment by the Members at every AGM held after this AGM.

The Board recommends passing of Resolution No. 3 as contained in the Notice for the approval by the Members as Ordinary Resolution.

Item No. 4

Mr. Nikhil Gandhi was appointed on August 29, 2008, as Director who shall not be liable to retire by rotation.

As per the provisions of Section 152 of the Companies Act, 2013 and the Rules framed thereunder, not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation out of which one third of such directors shall retire at each AGM. The section further specifies that "total number of directors" shall not include Independent Directors, whether appointed under this Act or any other law for the time being in force, on the Board of a company.

The Board presently comprise of four Directors out of which only one Director i.e., Mr. Nilesh Mehta is eligible for retirement by rotation; though as per the said provisions, there shall be atleast two Directors whose period of office shall be liable to determination by retirement of directors by rotation. Therefore, to have optimum number of directors whose period of office is liable to determination by retirement of directors by rotation, the Board of Directors proposes that Mr. Nikhil Gandhi shall be included under that category.

In the opinion of the Board, Mr. Nikhil Gandhi fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and the Board recommends passing of Resolution No. 4 as contained in the Notice for the approval by the Members as Ordinary Resolution.

Except Mr. Nikhil Gandhi, 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.

Item No. 5 & 6

Mr. V. Ramanan (appointed w.e.f. May 28, 2013) is the Independent Director ("ID") of the Company whose period of office was liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Ms. Gayathri Ramachandran has been appointed as an Additional Director designated as ID with effect from May 30, 2014, who holds office up to the date of ensuing AGM in terms of section 161 of the Companies Act, 2013.

As per the provisions of Section 149 of the Companies Act, 2013, which has come into force w.e.f. April 1, 2014, every listed company shall have at least one-third of the total number of directors as Independent Directors ("ID") who shall hold office for maximum two terms of up to five years each on the Board of a Company and that the office of ID shall not be liable to determination by retirement of directors by rotation. Further, MCA vide its circular dated June 9, 2014 clarified that if the existing IDs are to be appointed under Companies Act, 2013, the Company would be required to appoint those IDs, within a period of one year from April 1, 2014.

In compliance with the provisions of Companies Act, 2013, the matter regarding appointment of Mr. V. Ramanan for a term of five consecutive years commencing from September 30, 2014 upto September 29, 2019 and Ms. Gayathri Ramachandran for a term of five consecutive years commencing from May 30, 2014 upto May 29, 2019 was placed before the Meeting of the Nomination & Remuneration Committee held on August 14, 2014 and thereafter considered in the Board Meeting held on the same date.

Mr. V. Ramanan and Ms. Gayathri Ramachandran have given a declaration of Independence pursuant to Section 149(6) and 149(7) of the Companies Act, 2013 and the Rules made thereunder, alongwith their affirmation to the Code of Independent Directors as prescribed under Schedule IV of the Companies Act, 2013.

The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013 from Members along with a deposit of Rs. 1,00,000/- each proposing the candidature of the above two directors for the office of IDs.

In the opinion of the Board, the above two directors fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder and they are Independent of the Management. The Board also considers that their continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail their services.

In view of above and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors, in the Meeting held on August 14, 2014, approved the appointment of Mr. V. Ramanan for a term of five consecutive years commencing from September 30, 2014 upto September 29, 2019 and of Ms. Gayathri Ramachandran for a term of five consecutive years commencing from May 30, 2014 upto May 29, 2019, not liable to retire by rotation, subject to the approval of Members at ensuing AGM.

The detailed profiles of all the above directors have been given in the Exhibit to this Notice. The Board recommends passing of Resolution No. 5 & 6 as contained in the Notice for the approval by the Members as Ordinary Resolution.

All the documents pertaining to the appointment of IDs are available for inspection at the Registered office of the Company on all working days except Saturday, Sunday and Public Holiday between 10.00 a.m. to 12.00 noon up to the date of the AGM.

Mr. V. Ramanan and Ms. Gayathri Ramachandran, being an appointee, are interested in the resolutions concerning their own appointment. Except them, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 & 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 7:

The Board of Directors of the Company, at its meeting held on February 12, 2014, subject to approval of the Members at General Meeting and such other approvals as may be required, appointed Mr. Milan Mandani, M.B.A (Marketing) & B.M.S. (Finance), as Manager of the Company for a term of two years commencing from February 12, 2014.

Mr. Milan Mandani, as Manager, shall act subject to the superintendence, control and directions of the Board of Directors. Since Mr. Milan Mandani is drawing remuneration from one of the Companies under same group/management, he does not intend to avail remuneration as long as he functions as the Manager of the Company.

Pursuant to the provisions of section 196 of the Companies Act, 2013 read with the Schedule V thereto, the appointment of Manager and terms and conditions of his appointment, as approved by the Board of Directors of the Company, shall be subject to approval by the Members at the next General Meeting.

In view of above, the approval of the Members is being sought for the appointment of Mr. Milan Mandani as the Manager of the Company for a term of two years commencing from February 12, 2014.

The Board recommends passing of Resolution No. 7 as contained in the Notice for the approval by the Members as Ordinary Resolution.

A copy each of the resolution passed by the Board of Directors at its meeting held on February 12, 2014 and the Statement pursuant to section 190 of the Companies Act, 2013, are available for inspection at the Registered office of the Company on all working days except Saturday, Sunday and Public Holiday between 10.00 a.m. to 12.00 noon up to the date of the AGM.

Except Mr. Milan Mandani, 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. 7.

Item No. 8:

The tenure of Mr. Hemendra Singh as Whole-time Director completed on conclusion of 19th AGM held on September 30, 2013. He was further re-appointed, vide resolution passed by the Board of Directors on October 1, 2014, for a period from October 1, 2013 upto September 30, 2014, subject to approval of the Members at General Meeting and such other approvals as may be required.

Mr. Hemendra Singh resigned as the Director and Whole-time Director of the Company with effect from closure of working hours on February 11, 2014, due to his pre-occupation. Since Mr. Hemendra Singh was drawing remuneration from one of the Companies under same group/management, he did not avail remuneration as Whole-time Director of the Company.

Pursuant to the provisions of section 196 of the Companies Act, 2013 read with the Schedule V thereto, the appointment of Whole-time Director and terms and conditions of his appointment, as approved by the Board of Directors of the Company, shall be subject to approval by the Members at the next General Meeting.

Though Mr. Hemendra Singh resigned with effect from closure of working hours on February 11, 2014, approval of the Members is being sought for his tenure from October 1, 2013 until the closure of working hours on February 11, 2014, for the purpose of compliance with the provisions of the Act.

The Board recommends passing of Resolution No. 8 as contained in the Notice for the approval by the Members as Ordinary Resolution.

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. 8.

Item No. 9:

The Members of the Company had, at the Fourteenth Annual General Meeting held on August 29, 2008, approved the proposal to borrow monies up to Rs. 400 Crore (Rupees Four Hundred Crore only) under the then applicable Section 293(1)(d) of the erstwhile Companies Act, 1956.

Under the Companies Act, 2013, Section 180 inter alia deals with powers to borrow funds. While the provisions of Section 293(1)(d) of the erstwhile Companies Act, 1956 required the Companies to pass an Ordinary Resolution for approving the borrowing limits, the provisions of Section 180(1)(c) of the Companies Act, 2013, requires a Special Resolution to be passed for borrowing funds.

The Ministry of Corporate Affairs had, vide its Circular No. 4/2014 dated March 25, 2014, clarified that the Ordinary Resolution passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the notification of Section 180, i.e. September 12, 2013. Thus, the Ordinary Resolution passed by the Company at the Fourteenth Annual General Meeting held on August 29, 2008 would be applicable and operative till September 11, 2014 and hence, it is necessary for the Company to pass a Special Resolution under the provisions of Section 180(1)(c) to ensure continuous compliance pertaining to borrowing of funds.

The Board recommends passing of Resolution No. 9 as contained in the Notice for the approval by the Members as Special Resolution.

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. 9.

Item No. 10 to 12:

The Company had conducted postal ballot procedure under the then applicable Section 192A of the erstwhile Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, for seeking approval of the Members for the following:

- i) Increasing the Authorised Share Capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) to Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each and 4,00,00,000 (Four Crores) Preference Shares of Rs. 10/- (Rupees Ten only) each and consequent alteration of Memorandum of Association of the Company;
- ii) Alteration of Article 3 of the Articles of Association of the Company consequent upon increase in Authorised Share Capital of the Company.
- iii) Issue of 4,00,00,000 (Four Crores) Preference Shares of Rs. 10/- (Rupees Ten only) on preferential basis to Awaita Properties Private Limited, Promoter of the Company.

The Postal Ballot Resolutions were passed with requisite majority of Members on April 12, 2013.

The Board of Directors of the Company, in the Board Meeting held on March 31, 2014, decided to rescind the aforesaid decisions with a view that increasing Authorised Share Capital will not benefit the Company for time being and therefore it was not prudent to implement the said resolutions passed through postal ballot.

The Board recommends passing of Resolution No. 10, 11 and 12 as contained in the Notice for the approval by the Members as Ordinary/Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 10 to 12.

By Order of the Board of Directors

Place: Mumbai

Date: August 14, 2014

Nilesh Mehta
Director

Registered Office:

SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023

CIN: L67120MH1994PLC218169

Ph: 022 - 6619 9000 Fax: 022 - 2269 6024

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EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement, the following information is furnished about the Directors proposed to be appointed/re-appointed at 20th AGM to be held on Tuesday, September 30, 2014

Name of the Director	Mr. Nikhil Gandhi	Ms. Gayathri Ramachandran	Mr. V. Ramanan	Mr. Nilesh Mehta
Date of Birth	April 25, 1959	September 27, 1948	June 6, 1941	May 10, 1968
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	June 19, 2008	May 30, 2014	May 28, 2013	September 29, 2009
Designation	Non-Executive, Non-Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director	Non-Executive, Non-Independent Director
Brief Profile including nature of Expertise in specific functional areas	Mr. Nikhil Gandhi is a first-generation entrepreneur. Under his leadership, the first private port in India was set up through Gujarat Pipavav Port Limited. He was nominated as a trustee of the Mumbai Port Trust on two occasions. 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. He has 28 years of experience in conceiving and developing infrastructure projects across India.	Ms. Gayathri Ramachandran holds a Bachelor's Degree in Economics (Hons.) from Delhi University, a Master's Degree in Economics from Delhi University, a Master's Degree in Development Economics from Williams College, Massachusetts, USA and a Master's Degree in Defence Studies from National Defence College. Belonging to 1972 batch of the Indian Administrative Service (IAS), she has over 36 years of experience working in infrastructure sectors of Government of India and Government of Andhra Pradesh in the areas of power and energy, environment, industry, fertilizers and chemicals and Social Sectors such as Women and Child Development, Tourism and Culture, Rural Development etc. She has made significant contribution to the reforms and restructuring Power Sector and formulating guidelines in the management of Power and Energy sectors.	Mr. V. Ramanan is a Commerce Graduate. He has held important positions in his long career with Indian Bank, which he joined as a Probationary Officer in the year 1968 and he retired as a Senior General Manager. He has an aggregate experience of 33 years in banking sector.	Mr. Nilesh Mehta is a post graduate in Commerce and is a Fellow Member of the Institute of Company Secretaries of India and Associate Member of Institute of Costs & Works Accountants of India. He has handled wide range of responsibilities including Corporate Laws, Legal affairs, Corporate Restructuring and Corporate Finance.

KLG Capital Services Limited

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) Mumbai SEZ 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 	<ul style="list-style-type: none"> Gujarat-Dwarka Portwest Limited (Erstwhile Gujarat Positra Port Company Limited) SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) 	<ul style="list-style-type: none"> SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) Mahakaleshwar Knowledge Infrastructure Private Limited Metrotech Technology Park Pvt. Ltd IFIN Securities Finance Limited JPT Securities Limited 	<ul style="list-style-type: none"> Skil Knowledge Cities Private Limited KLG Stock Brokers Private Limited Pipavav Aero Infrastructure Private Limited Varahi Infrastructure Private Limited Metrotech Technology Park Pvt. Ltd Jansampada Engineering Company Private Limited SKIL Midivisana Engineering Private Limited
Memberships/ Chairmanships of committees of other public companies (only Audit and Shareholder's/ Investor's Grievance Committee/ Stakeholders Relationship Committee)	<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 	<ul style="list-style-type: none"> SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited)- Member of Audit Committee and Chairperson of Stakeholders Relationship Committee Gujarat-Dwarka Portwest Limited (Erstwhile Gujarat Positra Port Company Limited) - Member of Audit Committee 	<ul style="list-style-type: none"> SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) - Chairman of Audit Committee JPT Securities Limited- Member of Audit Committee and Chairman of Stakeholders Relationship Committee 	NIL
Shareholding in the Company	Nil	Nil	Nil	3000 shares
Inter-se relationship with other Directors	None	None	None	None