

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of KLG Capital Services Limited will be held on Monday, September 30, 2013 at 4.30 p.m. at Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai - 400 001, to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: **"Resolved That** the vacancy caused by the retirement by rotation of Mr. B. G. Daga, who has not sought re-appointment, be not filled in at this Meeting or any adjournment thereof."
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: **"Resolved That** M/s. NBS & Co., Chartered Accountants, Mumbai, bearing ICAI Firm Registration No. 110100W, the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such terms, conditions and remuneration as may be determined by the Board of Directors of the Company."

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** Mr. V. Ramanan, who was appointed as an Additional Director with effect from May 28, 2013, by the Board of Directors in terms of Section 260 of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) read with the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, who shall be liable to retire 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 Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the provisions of Articles of Association of the Company and subject to such other approvals as may be necessary, the Members of the Company hereby approves the re-appointment of Mr. Hemendra Singh as a Whole-time Director of the Company for a period from January 29, 2013 until the conclusion of this Annual General Meeting, on the terms and conditions as set out in the Agreement, which is also hereby approved, with a liberty to the Board to alter and vary the terms and conditions of the said Agreement, as may be agreed between the Board and Mr. Hemendra Singh.
Resolved Further That any one of the 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

Sd/-

Hemendra Singh
Whole-time Director

Place : Mumbai
Date : August 28, 2013

Registered Office:

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

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The details as stipulated under Clause 49 of the Listing Agreement in respect of the Directors seeking appointment/re-appointment at the 19th Annual General Meeting (the "AGM") is annexed hereto and forms part of the Notice.
3. Explanatory Statement as required under Section 173(2) of the Company Act, 1956, is annexed hereto.
4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and/ or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the AGM.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 25, 2013 to Monday, September 30, 2013 (both days inclusive) for the purpose of the AGM.
6. 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 ("DP") (for shares held in Dematerialised form) the changes, if any, in their registered address, Bank account details, 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;
 - c) approach the Company for consolidation of folios, if shareholdings of a person are under multiple folios;
 - d) bring their copies of the Annual Report and the Attendance Slip duly filled in for attending the AGM; and

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- e) register their E-mail IDs (and any change therein) with the DP/the Registrar and Share Transfer Agents of the Company, as the case may be, so as to enable the Company to send all the correspondences (including Annual Report) in electronic mode.
7. 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.
8. All documents referred to in the Notice are available for inspection at the Registered office of the Company on all days except Saturday, Sunday and Public Holiday between 10.00 a.m. to 12.00 noon upto the date of the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

ITEM NO. 4:

Mr. V. Ramanan was appointed as an Additional Director with effect from May 28, 2013, by the Board of Directors. He holds office in such capacity upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 read with the Memorandum and Articles of Association of the Company.

Mr. V. Ramanan, has done Graduation in Commerce. He has held important positions in his long career with Indian Bank. He had joined Indian Bank 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.

The Company has received a notice pursuant to Section 257 of the Companies Act, 1956, from a Member of the Company along with the refundable deposit of ₹ 500/-, signifying an intention to propose Mr. V. Ramanan as a candidate for the office of Director of the Company.

The approval of the Members is sought for appointment of Mr. V. Ramanan as a Director of the Company.

The Directors recommend passing of the resolution as set out in Item No. 4 of the Notice.

None of the Directors, except Mr. V. Ramanan, is in any way concerned or interested in the resolution.

ITEM NO. 5:

The tenure of Mr. Hemendra Singh as Whole-time Director was completed on January 28, 2013. In the Board Meeting held on February 11, 2013, his tenure was extended from January 29, 2013 until the conclusion of ensuing AGM, subject to the approval of Members.

Thus, the approval of the Members is being sought for the extended tenure of Mr. Hemendra Singh as Whole-time Director for a period from January 29, 2013 until the conclusion of ensuing AGM for the purpose of compliance with the provisions of the Companies Act, 1956.

The Directors recommend passing of the resolution as set out in Item No. 5 of the Notice.

None of the Directors, except Mr. Hemendra Singh, is in any way concerned or interested in the resolution.

NOTE TO ITEM NO. 2 OF THE NOTICE :

Mr. B. G. Daga retires by rotation at this AGM. Mr. B. G. Daga, though being eligible for re-appointment, does not opt to be re-appointed due to his pre-occupation. The Company does not propose to fill up the vacancy caused by the retirement of Mr. B. G. Daga at this AGM or any adjournment thereof. Hence, as required under section 256(4)(a) of the Companies Act, 1956, the resolution as contained at Item No. 2 of the Notice has been proposed for seeking the approval of the Members that the vacancy caused by the retirement of Mr. B. G. Daga, be not filled up at this AGM or any adjournment thereof.

By Order of the Board of Directors

Sd/-

Hemendra Singh
Whole-time Director

Place : Mumbai

Date : August 28, 2013

Registered Office:

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

Pursuant to Clause 49 of the Listing Agreement, the following information is furnished about the Directors proposed to be appointed/re-appointed at the 19th AGM to be held on Monday, September 30, 2013

Name of the Director	Mr. V. Ramanan
Particulars	
Date of Birth	June 6, 1941
Nationality	Indian
Date of Appointment	May 28, 2013
Designation	Independent Director
Expertise in specific functional areas	Banking
Qualification	B. Com
Directorships held in other Companies	<ul style="list-style-type: none">Horizon Infrastructure LimitedMahakaleshwar Knowledge Infrastructure Private LimitedMetrotech Technology Park Private Limited
Memberships/ Chairmanships of Committees in other Companies (includes Audit Committee and Shareholders'/Investors' Grievance Committee as per Clause 49 of the Listing Agreement)	<ul style="list-style-type: none">Horizon Infrastructure Limited – Chairman of Audit Committee and Shareholders / Investors Grievance Committee
Shareholding in the Company	Nil
Inter-se relationship with other Directors	None