

# Annual Report 2011-12

## NOTICE

**NOTICE** is hereby given that the 18<sup>th</sup> Annual General Meeting of the Members of KLG Capital Services Limited will be held on Friday, September 28, 2012 at 5.00 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, 2012 and the Profit & Loss Account for the financial year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Nilesh Mehta, 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 Section 224 and other applicable provisions of the Companies Act, 1956, 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 of the Company, subject to such terms and 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. B. S. Bhalerao who was appointed as an Additional Director on the Board of the Company in terms of Section 260 of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) (the "Companies Act") read with the Articles of Association of the Company, with effect from May 28, 2012, by the Board of Directors and who holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director of the Company, and in respect of whom the Company has received a notice in writing from a Member of the Company under the provisions of Section 257 of the Companies Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

By Order of the Board of Directors

**Place:** Mumbai  
**Date:** August 14, 2012

**Hemendra Singh**  
Whole-time Director

**Registered Office:**  
SKIL House,  
209, Bank Street Cross Lane,  
Fort, Mumbai - 400 023

### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE 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 RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business set out hereinabove is annexed hereto and forms part of this Notice.
3. The details as stipulated under Clause 49 of the Listing Agreement in respect of the Directors seeking appointment/re-appointment at the 18<sup>th</sup> Annual General Meeting ("the AGM") are attached to this Notice.
4. Corporate Members intending to send their authorised representatives to attend the Meeting 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 shall remain closed from Wednesday, September 26, 2012 to Friday, September 28, 2012 (both days inclusive) for the purpose of the AGM.
6. The Members are requested to:
  - a) intimate to the Registrar and Share Transfer Agents of the Company i.e., Link Intime India Private Limited (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;

## KLG Capital Services Limited

- d) bringing their copies of the Annual Report and the Attendance Slip duly filled in for attending the AGM; and
- 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 in electronic mode.
7. Members desiring any information on 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.

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

#### ITEM NO 4:

Mr. B. S. Bhalerao was appointed as an Additional Director of the Company with effect from May 28, 2012, pursuant to Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company. He holds the office upto the date of the ensuing Annual General Meeting.

Mr. B. S. Bhalerao has done M. A. and LL. B. He has worked in various capacities in defence organization including Goa Shipyard Limited and Mazgaon Dock Limited. He has served with Government of India as an Officer from Indian Defence Accounts Services. He has completed a course in Defence Management. In his long service, he held various coveted posts including General Manager-Finance of Mazgaon Dock Limited; Financial controller of Goa Shipyard Ltd., Ministry of Defence undertaking. At Mazgaon Dock Limited, he was involved in various activities like offshore engineering activities, submarine constructions & tax matters.

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 its intention to propose the appointment of Mr. B. S. Bhalerao as a Director of the Company.

The approval of the Members is sought for appointment of Mr. B. S. Bhalerao as the Directors 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. B. S. Bhalerao, is in any way concerned or interested in the resolution.

**By Order of the Board of Directors**

**Place:** Mumbai  
**Date:** August 14, 2012

**Hemendra Singh**  
**Whole-time Director**

**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 18<sup>th</sup> Annual General Meeting to be held on Friday, September 28, 2012.**

Name of the Director	Mr. Nilesh Mehta	Mr. B. S. Bhalerao
<b>Particulars</b>		
Date of Birth	May 10, 1968	April 28, 1932
Nationality	Indian	Indian
Date of Appointment	September 29, 2009	May 28, 2012
Designation	Non-Executive, Non-Independent Director	Non-Executive, Independent Director
Expertise in specific functional areas	In the field of Corporate Laws, Legal affairs, Corporate Restructuring and Finance	In the field of Management, Accounts, Finance & Tax matters
Qualification	M. Com, F.C.S., A.I.C.M.A.	M.A., LL.B.
Directorships held in other Companies	1. SKIL Knowledge Cities Private Limited 2. Pipavav Aero Infrastructure Private Limited 3. KLG Stock Brokers Private Limited 4. Varahi Infrastructure Private Limited 5. Metrotech Technology Park Private Limited	1. JPT Securities Limited 2. Gujarat Shipbuilding Company Private Limited 3. Marine Electricals (India) Private Limited 4. Credit Lyonnais Securities Asea (CLSA)
Memberships/ Chairmanships of Committees in other Companies (includes Audit Committee and Shareholders'/Investors' Grievance Committee as per Clause 49 of the Listing Agreement)	NIL	JPT Securities Limited: i) Chairman of Audit Committee ii) Chairman of Share Transfer, Shareholder/ Investors' Grievance Committee
Shareholding in the Company	3000 Equity Shares	NIL
Inter-se relationship with other Directors	None	None