

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting ('AGM') of the Members of KLG Capital Services Limited ('Company') will be held on Monday, September 30, 2019 at 1600 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 consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019, together with 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 M/s. Batra Sapra & Co., as the Statutory Auditors of the company and 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 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. Batra Sapra & Co, Chartered Accountants (Firm Registration No. 000103N), be and hereby reappointed as Statutory Auditors of the Company, for a term of one year i.e. , till the conclusion of the 26th AGM of the Company to be held in the year 2020."

SPECIAL BUSINESS:

4. Re-appointment of Mr. J. Alexander as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

"Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations') as amended from time to time, Mr. J. Alexander (DIN: 00485766) who was re-appointed as an Independent Director w.e.f May 28, 2019 and whose appointment has been approved by the Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee and holds office until the AGM and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from May 28, 2019 to May 27, 2024.

Resolved Further That Mr. J. Alexander having attained the prescribed age limit in terms of Regulation 17(1A) of the SEBI Regulations, consent of the Members be and are hereby further accorded for continuation of Mr. J. Alexander as a Non-Executive Director of the Company during his renewed term of 5 (Five) consecutive years with effect from May 28, 2019."

5. Re-appointment of Ms. Gayathri Ramachandran as an Independent Director of the Company:

To consider and if through fit, to pass the following resolution as a **Special Resolution**

"Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations') as amended from time to time, Ms. Gayathri Ramachandran (DIN:02872723) who was re-appointed as an Independent Director w.e.f May 30, 2019 and whose appointment has been approved by the Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee and holds office until the AGM and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from May 30, 2019 to May 29, 2024."

6. Re-appointment of Mr. V. Ramanan as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as **Special Resolution**

"Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations') as amended from time to time, Mr. V. Ramanan (DIN:02754562) who will be re-appointed as an Independent Director w.e.f September 30, 2019 and whose appointment has been approved by the Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee and holds office until the AGM and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from September 30, 2019 to September 29, 2024.

KLG Capital Services Limited

Resolved Further That Mr. V. Ramanan having attained the prescribed age limit in terms of Regulation 17(1A) of the SEBI Regulations, consent of the Members be and are hereby further accorded for continuation of Mr. V. Ramanan as a Non-Executive Director of the Company during his renewed term of 5 (Five) consecutive years with effect from September 30, 2019.”

Registered Office

SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023
Tel: +91-22-66199000, Fax: +91-22-22696023
CIN: L67120MH1994PLC218169
Website: www.klgcapital.com
E-mail: company.secretary@klgcapital.com

**By Order of the Board of Directors
For KLG Capital Services Limited**

**Gayathri Ramachandran
Chairperson
DIN:02872723**

Place: Mumbai

Date: September 03, 2019

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act'), relating to special business to be transacted at the 25th Annual General Meeting ('AGM'), and the details, as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') and Secretarial Standards on General Meeting ('SS-2') issued by the Institute of Company Secretaries of India, of person seeking appointment/re-appointment as Director under item Nos. 2, 4, 5 and 6 of the Notice, is annexed thereto.
2. **PROXIES**
 - a. **A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend and vote instead of himself/herself 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 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 carrying voting rights, he/she 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 authorized 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 organization. The Proxy-holder shall prove his identity at the time of attending the Meeting.
 - c. Every member shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the AGM and ending with conclusion of the AGM, to inspect at the Registered Office of the Company the proxies lodged, at any time between 0900 hours and 1800 hours, in terms of SS-2, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the AGM.
4. 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.
5. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports along with their duly filled in Attendance Slips attached herewith for attending the AGM.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019, both days inclusive, for the purpose of the AGM of the Company.
7. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements, 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. Members desirous of obtaining any information concerning the Financial Statements of the Company are requested to write their queries to the Company at least seven working days in advance of the AGM so that the information required can be made readily available at the AGM.
9. The Members are requested to approach the Company for consolidation of folios, if shareholdings are under multiple folios. Members are requested to quote the Ledger Folio or Client ID and DP ID Numbers in all communications with the Company/RTA.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company in electronic form. Kindly note that even after registering for e-communication, Members are entitled to receive such communication in physical form by permitted mode,

free of cost, upon making a request for the same. For any such communication, the Members may also send requests to the Company's investor email id: company.secretary@klgcapital.com

11. Copies of the Annual Report for FY 2018-19 including therein the Notice of the 25th AGM, which, inter alia, indicates the process and manner of e-voting; Attendance Slip and Proxy Forms are being sent in electronic mode 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, August 30, 2019. However, if such a person is not a Member on the cut-off date of Monday, September 23, 2019; 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 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 1100 hours to 1300 hours on all working days, except Saturdays, upto 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 Act 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 Regulations, 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 an electronic voting system from a place other than venue of the AGM ('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.
14. The brief profile of the Directors seeking appointment/re-appointment including relevant particulars relating to them is furnished as a part of the Notice as Annexure and in Explanatory Statement, as required under SEBI Regulations.
15. The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, w.e.f April 01, 2019 request for transfer of securities are not permitted unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI Regulations. Members who share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.

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

- (i) The voting period begins on Friday, September 27, 2019 at 0900 hours and ends on Sunday, September 29, 2019 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 (record date) of Monday, September 23, 2019, may cast their vote electronically. The 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 Shareholders/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 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).

KLG Capital Services Limited

- (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: 190820057) of 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) Members 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 Members & 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. You may also contact Email id: helpdesk.evoting@cdslindia.com , Phone number: 1800225533

In case if a person acquires shares and becomes Member of the Company after dispatch of this Notice/Annual Report, they shall follow the procedure stated therein or may obtain the User ID and Password/Sequence Number by sending a request to RTA at delhi@linkintime.co.in.

In case, if the Members have any queries pertaining to the sequence number for e-voting, they may contact the RTA for the same.

The voting rights of the Members shall be in the proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. Monday, September 23, 2019.

The Company has appointed M/s. Jaisal Mohatta & Associates (Membership No. A35017), Practicing Company Secretary, Mumbai, as Scrutinizer, to scrutinize the remote e-voting process and ballot process at AGM in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting 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 forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e www.klgcapital.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO.4**

Pursuant to the provisions of the Companies Act, 2013 ('Act') read with the relevant rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Regulations'), an Independent Director can hold office for a term of upto 5 consecutive years on the Board of the Company, but is eligible for re-appointment for another term of upto 5 years on passing of special resolution by the company, based on the report of performance evaluation. Thus, an Independent Director cannot hold office for more than two consecutive terms of upto 5 years.

Mr. J. Alexander (DIN:00485766) was appointed as Independent Director on the Board of the Company vide resolution passed at the 20th Annual General Meeting ('AGM') held on September 30, 2014 for a term of 5 Consecutive years from September 30, 2014 to September 29, 2019. On April 17, 2019 Mr. J. Alexander has come to know that he has been disqualified to act as a Director under section 164(2) of the Act, due to non filing of annual returns of a Company in which he ceased to be a director in the year 2010. Then immediately he submitted his resignation/notice of vacation from office of the directorship and thus ceased as Independent Director of the Company. Since his disqualification was illegitimate and hence he had initiated corrective measures to remove such disqualifications with the appropriate authority, the same has been removed/stay received and his DIN status is appearing on Ministry of Corporate Affairs ('MCA') as approved. Mr. J. Alexander is eligible to be re-appointed as Independent Director for another term of upto 5 consecutive years.

In accordance with the aforesaid and recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 28, 2019, subject to the approval of members at the 25th AGM, Mr. J. Alexander (DIN: 00485766) has been re-appointed as an Additional (Independent) Director. The Board of Directors based on the performance evaluation and recommendation of Nomination and Remuneration Committee, consider that the knowledge, experience and continued valuable guidance to the Management will be beneficial to the Company and seek approval of the members for re-appointment of Mr. J. Alexander as an Independent Director for the second term of five consecutive years commencing from May 28, 2019.

In the opinion of the Board, Mr. J. Alexander fulfills the conditions specified in the Act, the rules framed thereunder and SEBI Regulations for re-appointment as an Independent Director and that he is Independent of the Management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director, not liable to retire by rotation. The Company has received a declaration from Mr. J. Alexander that he is not disqualified to be re-appointed as Independent Director under the act and SEBI Regulations. He has also given his consent to act as an Independent Director of the Company. The re-appointment of Mr. J. Alexander is subject to approval by members at the ensuing AGM by way of Special Resolution.

Further in terms of Regulation 17(1A) of the SEBI Regulations, a person who has attained the age of 75 years can continue as non-executive director in a listed company, provided approval of its members by the way of special resolution is obtained. Mr. J. Alexander has attained the age of 75 years. Special resolution set out in Item No. 3 seeks approval of members is also being sought for continuation of directorship of Mr. J. Alexander as a Non-Executive Director of the company by way of passing special resolution set out under till the end of his second term of office.

Brief profile of Mr. J. Alexander and additional details has been included in Annexure II to this notice.

A Copy of draft appointment letter as Independent Director will be available for inspection at the registered office of the Company during normal business hours on all the working days.

The Board of Director recommends the Special Resolution for re-appointment of Mr. J. Alexander as set out in item 3 for approval of the members of the Company.

Except for Mr. J. Alexander, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this resolution.

ITEM NO. 5

Pursuant to the provisions of the Companies Act, 2013 ('Act') read with the relevant rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Regulations'), an Independent Director can hold office for a term of upto 5 consecutive years on the Board of the Company, but is eligible for re-appointment for another term of upto 5 years on passing of special resolution by the company, based on the report of performance evaluation. Thus, an Independent Director cannot hold office for more than two consecutive terms of upto 5 years.

Ms.Gayathri Ramachandran (DIN:02872723) was appointed as Independent Directors on the Board of the Company vide resolutions passed at the 20th Annual General Meeting ('AGM') held on September 30, 2014 for a term of 5 Consecutive years from May 30, 2014 to May 29, 2019. Ms.Gayathri Ramachandran is eligible to be re-appointed as Independent Director for another term of upto 5 consecutive years.

In accordance with the aforesaid and recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 30, 2019, subject to the approval of members at the 25th AGM, Ms.Gayathri Ramachandran (DIN:02872723) has been re-appointed as an Additional (Independent) Director. The Board of Directors based on the performance evaluation and recommendation of Nomination and Remuneration Committee, consider that the knowledge, experience and continued valuable guidance to the Management will be beneficial to the Company and seek approval of the members for re-appointment of Ms.Gayathri Ramachandran as an Independent Director for the second term of five consecutive years commencing from May 30, 2019.

KLG Capital Services Limited

In the opinion of the Board, Ms. Gayathri Ramachandran fulfills the conditions specified in the Act, the rules framed thereunder and SEBI Regulations for re-appointment as an Independent Director and that he is Independent of the Management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director, not liable to retire by rotation. The Company has received a declaration from Ms. Gayathri Ramachandran that he is not disqualified to be re-appointed as Independent Director under the act and SEBI Regulations. He has also given his consent to act as an Independent Director of the Company. The re-appointment of Ms. Gayathri Ramachandran is subject to approval by members at the ensuring AGM by way of Special Resolution.

Brief profile of Ms. Gayathri Ramachandran and additional details has been included in Annexure II to this notice.

A copy of the draft appointment letter as Independent Director will be available for inspection at the registered office of the Company during normal business hours on all the working days.

The Board of Director recommends the Special Resolution for re-appointment of Ms. Gayathri Ramachandran as set out in item 5 for approval of the members of the Company.

Except for Ms. Gayathri Ramachandran, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this resolution.

ITEM NO. 6

Pursuant to the provisions of the Companies Act, 2013 ('Act') read with the relevant rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Regulations'), an Independent Director can hold office for a term of upto 5 consecutive years on the Board of the Company, but is eligible for re-appointment for another term of upto 5 years on passing of special resolution by the company, based on the report of performance evaluation. Thus, an Independent Director cannot hold office for more than two consecutive terms of upto 5 years.

Mr. V. Ramanan (DIN:02754562) was appointed as Independent Directors on the Board of the Company vide resolutions passed at the 20th Annual General Meeting held on September 30, 2014 for a term of 5 Consecutive years from September 30, 2014 to September 29, 2019. Mr. V. Ramanan is eligible to be re-appointed as Independent Director for another term of upto 5 consecutive years.

In accordance with the aforesaid and recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 13, 2019, subject to the approval of members at the 25th AGM, Mr. V. Ramanan (DIN: 02754562) has reappointed as an Additional (Independent) Director. The Board of Directors based on the performance evaluation and recommendation of Nomination and Remuneration Committee, consider that the knowledge, experience and continued valuable guidance to the Management will be beneficial to the Company and seek approval of the members for re-appointment of Mr. V. Ramanan as an Independent Director for the second term of five consecutive years commencing from September 30, 2019.

In the opinion of the Board, Mr. V. Ramanan fulfills the conditions specified in the Act, the rules framed thereunder and SEBI Regulations for re-appointment as an Independent Director and that he is Independent of the Management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director, not liable to retire by rotation. The Company has received a declaration from Mr. V. Ramanan that he is not disqualified to be re-appointed as Independent Director under the act and SEBI Regulations. He has also given his consent to act as an Independent Director of the Company. The re-appointment of Mr. V. Ramanan is subject to approval by members at the ensuring Annual General Meeting by way of Special Resolution.

Further in terms of Regulation 17(1A) of the SEBI Regulations, a person who has attained the age of 75 years can continue as non-executive director in a listed company, provided approval of its members by the way of special resolution is obtained. Mr. V. Ramanan has attained the age of 75 years. Special resolution set out in Item No. 6 seeks approval of members which is also being sought for continuation of directorship of Mr. V. Ramanan as a Non-Executive Director of the company by way of passing special resolution set out under till the end of his second term of office.

Brief profile of Mr. V. Ramanan and additional details has been included in Annexure II to this notice.

A copy of the draft appointment letter as Independent Director will be available for inspection at the registered office of the Company during normal business hours on all the working days.

The Board of Director recommends the Special Resolution for re-appointment of Mr. V. Ramanan as set out in item 6 for approval of the members of the Company.

Except for Mr. V. Ramanan, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this resolution.

EXHIBIT TO NOTICE

Annexure I

Name of the Director (DIN)	:	Mr. Nilesh Mehta (DIN: 02101502)
Designation	:	Director
Date of Birth	:	May 10, 1968
Age	:	51 years
Nationality	:	Indian
Qualification	:	B.com, M.B.A, FCS, AICMA
Date of First Appointment on the Board	:	September 29, 2009
Experience/ Brief Profile	:	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.
Terms and Conditions of appointment/re-appointment	:	Appointed as a Director liable to retire by rotation.
Number of Board Meetings attended during the financial year 2018-2019	:	4 Board Meeting.
Remuneration	:	Nil
Memberships/ Chairmanships of committees (includes only Audit Committee and Shareholders/ Investor Grievance Committee/Stakeholder's Relationship Committee) of other public companies as on March 31, 2019	:	Nil
Directorships held in other companies as on March 31, 2019	:	1. Metrotech Technology Park Pvt Ltd. 2. KLG Stock Brokers Pvt Ltd. 3. SKIL Midivisana Engineering Pvt Ltd.
Number of shares held in the Company as on March 31, 2019	:	Individually holds 3000 Equity Shares
Inter-se relationship with other Directors and KMPs	:	None

KLG Capital Services Limited

Annexure II

Name of the Director (DIN)	: Mr. J. Alexander (DIN: 00485766)	Ms.Gayathri Ramachandran (DIN: 02872723)	Mr. V. Ramanan (DIN: 02754562)
Designation	: Independent Director	Independent Director	Independent Director
Date of Birth	: August 08, 1938	September 27, 1948	June 06, 1941
Age	: 81 years	71 years	78 years
Nationality	: Indian	Indian	Indian
Qualification	: M.A and PhD	B.com	B.Com
Date of First Appointment on the Board	: September 30, 2014	May 30, 2014	August 13, 2014
Experience/ Brief Profile	: Dr. J. Alexander an M.A. (English Language & Literature) and Phd. (Philosophy) 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 and to name a few; Chairman and Managing Director, Mangalore Chemicals and Fertilisers, Mangalore; Chairman, Bangalore Water Supply and Sewerage Board, Karnataka State Finance Corporation, Mysore Sales International Limited, Bangalore Development Authority, Karnataka State Pollution Control Board; and Chief Secretary to Government of Karnataka. His last posting was Secretary to Government of India for Social, Women and Child Welfare Development. 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 Chairman of Central Coir Board, he also worked as Consultant for Agriculture Organisation of United Nation.	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 Andhra Pradesh in the areas of power and energy, environment, industry, fertilisers 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 Sector and formulating guidelines in the management of Power and Energy sectors.	Mr. V. Ramanan a Commerce Graduate. He has held important positions in his long career with Indian Bank, which he joined as a Probationary Officer way back in 1968 before superannuating as Senior General Manager, after 33 years of experience in Banking Sector.
Terms and Conditions of appointment/re-appointment	: As per the resolution at Item No. 4 of the Notice read with Explanatory Statement thereto	As per the resolution at Item No. 5 of the Notice read with Explanatory Statement thereto.	As per the resolution at Item No. 6 of the Notice read with Explanatory Statement thereto.
Number of Board Meetings attended during the financial year 2018-19	: 4 Board Meetings	4 Board Meetings	4 Board Meetings

Remuneration	:	-	-	-
Memberships/ Chairmanships of committees (includes only Audit Committee and Shareholders/ Investor Grievance Committee/ Stakeholder's Relationship Committee) of other public companies as on March 31, 2019	:			
a) Audit Committee		<ol style="list-style-type: none"> SKIL Infrastructure Limited (Member) Navi Mumbai Smart City Infrastructure Limited (Chairman) SKIL-Himachal Infrastructure and Tourism Limited (Chairman) Kings Infra Venture Limited (Member) JPT Securities Limited (Member) KLM Axiva Finvest Limited (Member) 	<ol style="list-style-type: none"> SKIL Infrastructure Limited (Member) JPT Securities Limited (Member) Gujarat-Dwarka Portwest Limited (Member) SKIL-Himachal Infrastructure and Tourism Limited (Member) 	<ol style="list-style-type: none"> SKIL Infrastructure Limited (Chairman) JPT Securities Limited (Chairman) SKIL Shipyard Holding Private Limited (Chairman) Navi Mumbai Smart City Infrastructure Limited (Member) Gujarat Dwarka Portwest Limited (Member)
b) Stakeholders Relationship Committee		<ol style="list-style-type: none"> SKIL Infrastructure Limited (Member) JPT Securities Limited (Member) 	<ol style="list-style-type: none"> SKIL Infrastructure Limited (Chairperson) Pitti Engineering Limited (Member) 	<ol style="list-style-type: none"> JPT Securities Limited (Member)
Directorships held in other companies as on March 31, 2019	:	SKIL Infrastructure Limited JPT Securities Limited	SKIL Infrastructure Limited Pitti Engineering Limited	SKIL Infrastructure Limited Navi Mumbai Smart City Infrastructure Limited
		Symphony TV and Entertainments Private Limited	JPT Securities Limited	JPT Securities Limited
		Stumpp Schuele & Somappa Private Limited	Gujarat- Dwarka Portwest Limited	Gujarat- Dwarka Portwest Limited
		Navi Mumbai Smart City Infrastructure Limited	Karanja Logistics Private Limited	Karanja Logistics Private Limited
		SKIL-Himachal Infrastructure and Tourism Limited	Verona Capital Limited	IFIN Securities Finance Limited
		Kings Infra Ventures Limited	Navi Mumbai Smart City Infrastructure Limited	Orange Smart City Infrastructure Private Limited
		KLM Axiva Finvest Limited	Tooquick Technologies Private Limited	Tooquick Technologies Private Limited
		Karanja Logistics Private Limited	SKIL Himachal Infrastructure and Tourism Limited	Verona Capital Limited
		Transaction Analysts (India) Private Limited		SKIL Shipyard Holding Private Limited
		M Far Constructions Private Limited		
		Orange Smart City Infrastructure Private Limited		
		SKIL Shipyard Holdings Private Limited		
Number of shares held in the Company as on March 31, 2019	:	Nil	Nil	Nil
Inter-se relationship with other Directors and KMPs	:	NA	NA	NA

Route Map for Venue of the 25th Annual General Meeting

