

## NOTICE

**NOTICE** is hereby given that the 26<sup>th</sup> Annual General Meeting ('AGM') of the Members of KLG Capital Services Limited ('Company') will be held on Wednesday, December 30, 2020 at 1515 Hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. DubhashMarg, 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, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. 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 appointed as Statutory Auditors of the Company, for a term of one year i.e. , till the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021."

### SPECIAL BUSINESS:

#### 3. Re-appointment of Mr. Chakradhar Das as Manager of the Company

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

"**Resolved That** pursuant to recommendation of the Nomination and Remuneration Committee, approval of the Board, subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Chakradhar Das, as the Manager of the Company with effect from February 13, 2020 for a period of two years on the terms and conditions of appointment as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting.

**Resolved Further That** the terms and conditions of the appointment may be altered and varied from time to time by the Board of Directors as it may in its discretion deem fit within the maximum amount payable to the Manager in accordance with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 and subject to such other modifications/amendments made there under."

#### 4. Appointment of Mr. Chintan Chheda as a Director of the Company

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

"**Resolved That** pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Act, Mr. Chintan Chheda (DIN: 08098371), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 13, 2020, and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as Director, Non-Independent (Non-executive) of the Company whose period of office will be liable to determination by retirement of directors by rotation."

#### 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](http://www.klgcapital.com)  
**E-mail:** [company.secretary@klgcapital.com](mailto:company.secretary@klgcapital.com)

**Place:** Mumbai

**Date:** November 13, 2020

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

**Gayathri Ramachandran**  
**Chairperson**  
**DIN:02872723**

### NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act'), relating to special business to be transacted at the 26<sup>th</sup> 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 by the Institute of Company Secretaries of India, of person seeking appointment/reappointment as Director under Item Nos. 3 & 4 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 Thursday, December 24, 2020 to Wednesday, December 30, 2020 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 with Company's Registrar and Share Transfer Agent at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) so that they can receive the Annual Report and other communication from the Company in electronic form. For any such communication, the Members may also send requests to the Company's investor email id: [company.secretary@klgcapital.com](mailto:company.secretary@klgcapital.com).
11. Copies of the Annual Report for FY 2019-20 including therein the Notice of the 26<sup>th</sup> 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 and who have not registered their email addresses physical copies are being sent to them in 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, November 27, 2020. However, if such a person is not a Member on the cut-off date of Wednesday, December 23, 2020; 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 at [www.klgcapital.com](http://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 Companies Act, 2013 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 (Listing Obligations And Disclosure Requirements) Regulations, 2015, 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 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ("RTA") in case the shares are held by them in physical form.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.klgcapital.com](http://www.klgcapital.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the same is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
18. To facilitate other shareholders whose email id are not registered, to receive this notice electronically and cast their vote electronically, special arrangement has been made with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 & 20/2020 issued by Ministry of Corporate Affairs dated April 13, 2020 & May 05, 2020 respectively. The process for registration of email addresses is as under: Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address contact Company's Registrar and Share Transfer Agent, Linkintime India Private Limited at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) and to Company at [company, secretary@klgcapital.com](mailto:secretary@klgcapital.com).

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

- (i) The voting period begins on Sunday, December 27, 2020 at 0900 hours and ends on Tuesday, December 29, 2020 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 Wednesday, December 23, 2020, 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](http://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](http://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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |                                                                                                                                                                                                                                                                                                                                                                                                             |
|-------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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"> <li>• 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.</li> </ul> |
| 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"> <li>• 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).</li> </ul>               |

## KLG Capital Services Limited

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- (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: 201119011) 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You may also contact Email id: [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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. Wednesday, December 23, 2020.

The Company has appointed Mr. Jaisal Mohatta (Membership No. ACS35017), 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 [www.klgcapital.com](http://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.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO.3**

Mr. Charkradhar Das was appointed as a Manager of the Company on February 13, 2018 for a period of two years. Since Mr. Charkradhar Das was eligible for re-appointment, the Board of Directors in their meeting held on February 12, 2020, have re-appointed Mr. Charkradhar Das as a Manager of the Company w.e.f. February 13, 2020 for a period of two years subject to approval of members of the Company, on the terms and conditions of appointment as contained in the draft agreement.

Approval of the shareholders is required to be accorded for re-appointment of Mr. Charkradhar Das as Manager of the Company by way of passing an Ordinary Resolution. Hence, the resolution is put up for shareholders approval. None of the directors, Key Managerial Personnel apart from Mr. Charkradhar Das and their relatives are concerned or interested in the passing of the aforesaid resolution.

The Directors recommend the passing of the Resolution as Ordinary Resolution under Item No. 3 of the accompanying Notice for the approval of the Members of the Company.

Brief Profile of Mr. Charkradhar Das is attached herewith as an Annexure No. II to the Notice

**ITEM NO.4**

Mr. Chintan Chheda was appointed as an Additional Director of the Company w.e.f. November 13, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules, 2014 and the Articles of Association of the Company and who shall hold the office upto the date of ensuing Annual General Meeting of the Company.

Mr. Chintan Chheda is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as Director. His brief resume and other particulars have been given in the exhibit to this Notice. The approval of the members is sought for appointment of Mr. Chintan Chheda as the Director of the Company.

The Board of Director recommends the Ordinary Resolution for appointment of Mr. Chintan Chheda as Director of the Company. The brief profile of Mr. Chintan Chheda set out in item 4 for approval of the members of the Company.

Except, Mr. Chintan Chheda, none of the Directors of your Company or their relatives are concerned or interested in the said resolution.

**EXHIBIT TO NOTICE**

**Annexure I**

|                                                                                                                                                                                                    |                                                                                                                                                      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Manager                                                                                                                                                                                | : Mr. Chintan Chheda<br>(DIN: 08098371)                                                                                                              |
| Designation                                                                                                                                                                                        | : Director                                                                                                                                           |
| Date of Birth                                                                                                                                                                                      | : August 29, 1988                                                                                                                                    |
| Age                                                                                                                                                                                                | : 32 years                                                                                                                                           |
| Nationality                                                                                                                                                                                        | : Indian                                                                                                                                             |
| Qualification                                                                                                                                                                                      | : Bachelor of Engineering (Information Technology),<br>e-MBA – Digital Business Management                                                           |
| Date of First Appointment on the Board                                                                                                                                                             | : November 13, 2020                                                                                                                                  |
| Experience/ Brief Profile                                                                                                                                                                          | : Mr. Chintan Chheda is affiliated with e-commerce<br>and digital marketing. He has experience in<br>market research and formulating business plans. |
| 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 2019-2020                                                                                                                              | : -                                                                                                                                                  |
| Remuneration                                                                                                                                                                                       | : Nil                                                                                                                                                |
| Memberships/ Chairmanships of committees (includes only Audit<br>Committee/ Investor Grievances Committee/ Stakeholder's Relationship<br>Committee) of other public Companies as on March 31, 2020 | : -                                                                                                                                                  |
| Directorships held in other companies as on March 31, 2020                                                                                                                                         | : 1. Montana Infrastructure Ltd<br>2. Awaita Properties Pvt Limited<br>3. KLG Stock Broker Private Ltd                                               |
| Number of shares held in the Company as on March 31, 2020                                                                                                                                          | : Nil                                                                                                                                                |
| Inter-se relationship with other Directors and KMPs                                                                                                                                                | : None                                                                                                                                               |

**Annexure II**

|                                                                                                                                                                                                    |                                                                                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| Name of the Manager                                                                                                                                                                                | : Mr. Chakradhar Das                                                                                    |
| Designation                                                                                                                                                                                        | : Manager                                                                                               |
| Date of Birth                                                                                                                                                                                      | : September 09, 1990                                                                                    |
| Age                                                                                                                                                                                                | : 30 years                                                                                              |
| Nationality                                                                                                                                                                                        | : Indian                                                                                                |
| Qualification                                                                                                                                                                                      | : B.com, MBA                                                                                            |
| Date of First Appointment on the Board                                                                                                                                                             | : February 13, 2018                                                                                     |
| Experience/ Brief Profile                                                                                                                                                                          | : Mr. Chakradhar Das has done MBA (Finance).<br>He has an experience of nearly three and half<br>years. |
| Terms and Conditions of appointment/re-appointment                                                                                                                                                 | : -                                                                                                     |
| Number of Board Meetings attended during the financial year 2019-2020                                                                                                                              | : 4                                                                                                     |
| Remuneration                                                                                                                                                                                       | : 32,500 per month                                                                                      |
| Memberships/ Chairmanships of committees (includes only Audit<br>Committee/ Investor Grievances Committee/ Stakeholder's Relationship<br>Committee) of other public Companies as on March 31, 2020 | : Nil                                                                                                   |
| Directorships held in other companies as on March 31, 2020                                                                                                                                         | : -                                                                                                     |
| Number of shares held in the Company as on March 31, 2020                                                                                                                                          | : Nil                                                                                                   |
| Inter-se relationship with other Directors and KMPs                                                                                                                                                | : None                                                                                                  |

Route Map for Venue of the 26<sup>th</sup> Annual General Meetings

