

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting ('AGM') of the Members of KLG Capital Services Limited ('Company') will be held on Monday, September 30, 2024 at 14:15 Hours at Kilachand Conference Room, IMC Bldg., IMC Marg, Churchgate, Mumbai- 400020 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, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chintan Chheda (DIN: 08098371), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Akhilesh Kumar as a Manager of the Company

To consider and if thought 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 reappoint Mr. Akhilesh Kumar, as the Manager of the Company w.e.f November 10, 2023 for a period of three 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 of Companies Act 2013, other relevant provision of the Companies Act, 2013 and subject to such other modifications/amendments V to the Company made there under."

4. Appointment of Mrs. Heeral Mandani as an Independent Woman 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 Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations') as amended from time to time, Mrs. Heeral Mandani, who was appointed as an Additional Independent Woman Director of the Company by the Board of Directors with effect from August 13, 2024, 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 she meets the criteria for independence as provided in the Act and SEBI Regulations and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e. from August 13, 2024 to August 12, 2029."

Resolved Further That the Board and/or Key Managerial Personnel of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

Registered Office

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

Tel: +91-22-66199000, **Fax:** +91-22-22696024

CIN: L67120MH1994PLC218169

Website: www.klgcapital.com

E-mail: company.secretary@klgcapital.com

Place: Mumbai

Date: August 30, 2024

By Order of the Board of Directors

For KLG Capital Services Limited

Akhilesh Sharma

Manager

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act'), relating to special business to be transacted at the 30th 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 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 10:00 hours and 18:00 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, 2024 to Monday, September 30, 2024, 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. Members seeking to inspect such documents can send an email to company.secretary@klgcapital.com.
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 the company's RTA at delhi@linkintime.co.in 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 2023-24 including therein the Notice of the 30th 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, 2024. However, if such a person is not a Member on the cut-

off date of Monday, September 23, 2024; 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 11:00 hours to 13:00 hours on all working days, except Saturdays, up to 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. 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.
16. 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at 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.
17. 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 RTA for registration of email addresses in terms of the General Circular No. 17/2020 & 20/2020 issued by MCA 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 MCA, shareholders who have not registered their email address may contact Company's RTA, Linkintime India Private Limited at delhi@linkintime.co.in and also to Company at company.secretary@klgcapital.com.
18. SEBI vide its notification dated 24 January 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA i.e Link Intime India Private Limited, for assistance in this regard.
19. Members should notify the changes in their address immediately to the RTA of the Company/Depository Participants (DP) as the case may be. Members who are holding shares in Dematerialised form (Demat) are requested to keep their Bank Account details including IFSC and/or MICR updated with their respective DPs (Depository Participant) and those members who are holding shares in physical form, by sending a request to the Registrar and Transfer Agent by quoting their Folio No, PAN along with cancelled cheque or other acceptable Bank Account proof.

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

- (i) The voting period begins on Friday, September 27, 2024 at 09:00 hours and ends on Sunday, September 29, 2024 at 17:00 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, 2024, 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.

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- (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).

- (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: 240822006) 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, 2024.

The Company has appointed Mr. Sandeep Dar (Membership No. FCS 3159), 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 favor 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 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.3

Mr. Akhilesh Kumar was appointed as a Manager of the Company on November 08, 2023 for a period of three 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 appointment of Mr. Akhilesh Kumar 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. Akhilesh Kumar and their relatives is 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. Akhilesh Kumar is attached herewith as an Annexure No. II to the Notice.

ITEM NO. 4

The Board of Directors based on the recommendation of Nomination and Remuneration Committee appointed Mrs. Heeral Mandani as Additional Independent Director under the category of Woman Director of the Company not liable to retire by rotation w.e.f August 13, 2024 for a period of five years 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 other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations'). Mrs. Heeral Mandani has given her declaration to the Board that she meets the criteria of Independent Woman Director as provided under Section 149(6) of the Act, is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a director. In the opinion of the Board, Mrs. Heeral Mandani is a person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Woman Director and she is independent of the management. Given her experience, the Board considers it desirable and in the interest of the Company to have Mrs. Heeral Mandani on the Board of the Company and accordingly the Board recommends the appointment of Mrs. Heeral Mandani as an Independent Woman Director as proposed in the resolution set out at Item No. 4 for approval by the Members. The Directors recommend the passing of the Resolution as Ordinary Resolution under Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

Brief Profile of Mrs. Heeral Mandani is attached herewith as an Annexure No. III to the Notice. None of the directors, Key Managerial Personnel apart from Mrs. Heeral Mandani and their relatives is concerned or interested in the passing of the aforesaid resolution.

EXHIBIT TO NOTICE

Annexure I

Name of the Director (DIN)	: Mr. Chintan Chheda (Din: 08098371)
Designation	: Director
Date of Birth, Age, Nationality	: August 29, 1988, 36 years, Indian
Qualification	: Bachelor Of Engineering (Information Technology), 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 and Digital Marketing. He has experience in 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 2023-2024	: 4 Board Meetings
Remuneration	: NIL
Memberships/ Chairmanships of committees (includes only Audit Committee/ Investor Grievances Committee/ Stakeholder’s Relationship Committee) of other public Companies as on March 31, 2024	:
A) Audit Committee	JPT Securities Limited KLG Capital Services Limited
B) Stakeholders Relationship Committee	JPT Securities Limited KLG Capital Services Limited
C) Nomination And Remuneration Committee	KLG Capital Services Limited
Directorships held in other companies as on March 31, 2024	: 1. Montana Infrastructure Limited 2. Awaita Properties Pvt Ltd 3. KLG Stock Brokers Pvt Ltd 4. JPT Securities Ltd 5. GKK Entertainment Private Limited
Number of shares held in the Company as on March 31, 2024	: NIL

Annexure II

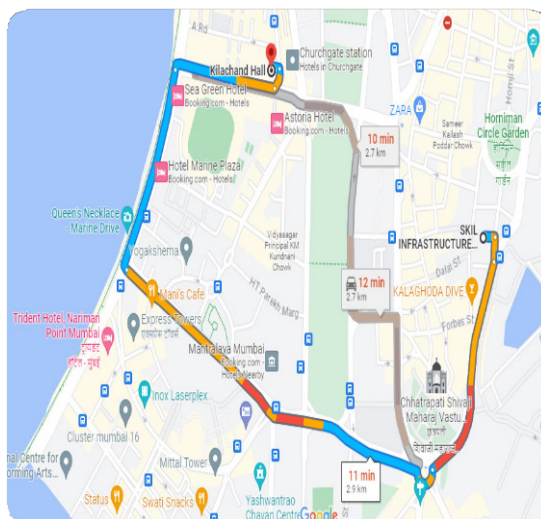
Name of the Manager	: Mr. Akhilesh Kumar
Designation	: Manager
Date of Birth	: July 26, 1990
Age	: 32 years
Nationality	: Indian
Qualification	: Bachelor of Business Administration from Integral University, Lucknow
Date of First Appointment on the Board	: November 10, 2021
Experience/ Brief Profile	: More than 10 years of experience in Administration
Terms and Conditions of appointment/re-appointment	: As per resolution at Item No. 3 of the Notice
Number of Board Meetings attended during the financial year 2023-24	: 2
Remuneration	: Nil
Memberships/ Chairmanships of committees (includes only Audit Committee/ Investor Grievances Committee/ Stakeholder’s Relationship Committee) of other public Companies as on March 31, 2024	:
a) Audit Committee	Nil
b) Stakeholders Relationship Committee	Nil

c) Nomination and Remuneration Committee	: Nil
Directorships held in other companies as on March 31, 2024	: 1. Sohum Broking Private Limited 2. Verona Capital Limited
Number of shares held in the Company as on March 31, 2024	: Nil
Inter-se relationship with other Directors and KMPs	: None

Annexure III

Name of the Director	: Mrs. Heeral Mandani
Designation	: Additional Independent Woman Director
Date of Birth	: March 07, 1988
Age	: 36 years
Nationality	: Indian
Qualification	: Chartered Accountant
Date of First Appointment on the Board	: August 13, 2024
Experience/ Brief Profile	: She is a qualified Chartered Accountant and holds a membership with ICAI. She is currently doing her own practice and has experience of more than 15 years in field of Finance, Consultation among others.
Terms and Conditions of appointment/re-appointment	: As per resolution at Item No. 5 of the Notice
Number of Board Meetings attended during the financial year 2023-24	: NIL
Remuneration	: NIL
Memberships/ Chairmanships of committees (includes only Audit Committee/ Investor Grievances Committee/ Stakeholder's Relationship Committee) of other public Companies as on March 31, 2024	: NIL
Directorships held in other companies as on March 31, 2024	: NIL
Number of shares held in the Company as on March 31, 2024	: 101 shares
Inter-se relationship with other Directors and KMPs	: NIL

Route Map for Venue of the 30th Annual General Meeting



Address: Kilachand Conference Room, IMC Bldg., IMC Marg, Churchgate, Mumbai- 400020.