

Annual Report 2011-12

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the Members of KLG Capital Services Limited will be held on Friday, September 28, 2012 at 5.00 p.m. at Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai – 400 001, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Profit & Loss Account for the financial year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Nilesh Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"Resolved That pursuant to Section 224 and other applicable provisions of the Companies Act, 1956, M/s. NBS & Co, Chartered Accountants, Mumbai, bearing ICAI Firm Registration No. 110100W, the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, subject to such terms and conditions and remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"Resolved That Mr. B. S. Bhalerao who was appointed as an Additional Director on the Board of the Company in terms of Section 260 of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) (the "Companies Act") read with the Articles of Association of the Company, with effect from May 28, 2012, by the Board of Directors and who holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director of the Company, and in respect of whom the Company has received a notice in writing from a Member of the Company under the provisions of Section 257 of the Companies Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

By Order of the Board of Directors

Place: Mumbai
Date: August 14, 2012

Hemendra Singh
Whole-time Director

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

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business set out hereinabove is annexed hereto and forms part of this Notice.
3. The details as stipulated under Clause 49 of the Listing Agreement in respect of the Directors seeking appointment/re-appointment at the 18th Annual General Meeting ("the AGM") are attached to this Notice.
4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and/ or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the AGM.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, September 26, 2012 to Friday, September 28, 2012 (both days inclusive) for the purpose of the AGM.
6. The Members are requested to:
 - a) intimate to the Registrar and Share Transfer Agents of the Company i.e., Link Intime India Private Limited (for shares held in physical form) and to their respective Depository Participant ("DP") (for shares held in Dematerialised form) the changes, if any, in their registered address, Bank account details, etc. at an early date. The said details will be automatically reflected in the Company's records. This will help the Company and the Registrar and Share Transfer Agents to provide efficient and better services to the Members.
 - b) quote ledger folio numbers/DP Identity and Client Identity Numbers in all their correspondence;
 - c) approach the Company for consolidation of folios, if shareholdings of a person are under multiple folios;

