



KAPSTON SERVICES LIMITED

(Formerly known as Kapston Facilities Management Limited)

Corporate Identity Number (CIN): L15400TG2009PLC062658

Registered Office: Plot No.287, MIG-2, IX Phase, KPHB, Kukatpally Hyderabad, TG -500072.

Corporate Office: Plot No. 75, Kavuri Hills, Madhapur, Hyderabad, Telangana – 500034.

Website: www.kapstonservices.com, **email:** cs@kapstonservices.com **Contact Details:** +91 96 4050 4050

NOTICE OF POSTAL BALLOT

[Pursuant to section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (*including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force*) (hereinafter referred to as the “**Act**”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (*including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force*) (hereinafter referred to as the “**Rules**”) read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17 / 2020 dated April 13, 2020, in relation to extension of framework “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19”, and General Circular No. 11/2022 dated December 28, 2022, in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2023 (“**MCA Circulars**”), issued by the Ministry of Corporate Affairs, Government of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and pursuant to such other applicable laws and regulations, the resolution appended herein below are proposed to be passed as Special Resolution by Members of Kapston Services Limited (formerly known as Kapston Facilities Management Limited) (“the Company”) by means of Postal Ballot only through remote electronic voting (E-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

The Members' consideration and approval is sought for the Resolutions specified hereto. The Statement to be annexed to notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolutions is also appended herewith and is being sent to the members for consideration.

Mr. D.S. Rao, Practicing Company Secretary (C.P.No.14487) has been appointed by the Board of Directors of your Company as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Company has engaged Central Depository Services (India) Limited (CDSL) for providing e-voting facility through its e-voting platform of CDSL www.evotingindia.com to the members. Members desiring to opt for e-voting are requested to read and follow the instructions on e-voting enumerated in the notes to this notice.

We are pleased to offer e-voting facility in terms of Section 108 of the Companies Act, 2013 and the relevant Rules as well as in compliance with provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“the Regulations”) which would enable them to cast votes electronically, instead of physical postal ballot form in terms various Circulars issued by the MCA from time to time in this regard.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots and e-voting in a fair and transparent manner and the result of the postal ballot and e-voting will be declared on or before March 28, 2023 at the Corporate Office of the Company. The result of the postal ballot will be posted on the Company’s website: www.kapstonservices.com besides being communicated to the National Stock Exchange of India Limited.

SPECIAL BUSINESS:

Item No: 1: Re-appointment of Mr. Naveen Nandigam, (DIN: 02726620) 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 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time and Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, ***Mr. Naveen Nandigam, (DIN: 02726620)***, who is eligible for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Regulations, ***be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term for the period from February 22, 2023 to February 21, 2028.***

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

**By Order of the Board
For Kapston Services Limited
(Formerly known as Kapston Facilities Management Limited)**

**Place: Hyderabad
Date: February 09, 2023**

**Srikanth Kodali
Managing Director
DIN: 02464623**

Notes:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on February 17, 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.kapstonservices.com, websites of National Stock Exchange of India Limited www.nseindia.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. The voting through Postal Ballot/e-voting will commence on February 23, 2023 at 9.00 a.m. (IST) and end at 5:00 p.m. (IST) on March 25 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. March 25th 2023.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@kapstonservices.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,
2013 FORMING PART OF THE NOTICE**

Item No: 1:

Re-appointment of Mr. Naveen Nandigam, (DIN: 02726620) as an Independent Director of the Company

Mr. Naveen Nandigam (DIN: 02726620) was appointed as an Independent Director of the Company for a period of 5 years w.e.f. 22nd February 2018. His current term as an Independent Director will end on 21st February 2023.

As per the provisions of Section 149 of the Act an Independent Director can hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had in their meeting held on Thursday, February 09, 2023, recommended the re-appointment of Mr. Naveen Nandigam, as an Independent Director of the Company, for second term for a period of 5 years effective from February 22, 2023 to February 21, 2028, pursuant to Sections 149, and 152 and all other applicable provisions of the Companies Act, 2013 read with Schedule IV thereto and Regulation 17 and 25 of SEBI [(Listing Obligations and Disclosure Requirements Regulations, 2015)] (Listing Regulations) for the approval of the shareholders of the Company.

As required under the aforesaid provisions, the re-appointment of Independent Director shall be approved by the shareholders of the Company by way of passing a special resolution. Accordingly, the re-appointment of Mr. Naveen Nandigam is being proposed for the approval of the shareholders by Postal Ballot.

The Company has received from Mr. Naveen Nandigam –

- a) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
- b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and
- c) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations.

In the opinion of the Board of Directors, Mr. Naveen Nandigam, Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for an Independent Director and he is independent of the Management.

He does not hold more than 2% of shares in the Company in his individual capacity or on a beneficial basis for any other person.

Further, the Board/Nomination and Remuneration Committee reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that re-appointment of Mr. Naveen Nandigam with this experience and expertise will be of immense value addition to the Company.

The terms and conditions of re-appointment of Mr. Naveen Nandigam as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@kapstonservices.com

The resolution seeks the approval of the shareholders by way of special resolution for the Re-appointment of Mr. Naveen Nandigam as an Independent Director of the Company for a second term to hold office for period of five (5) consecutive years commencing with effect from February 22, 2023, to February 21, 2028, not liable to retire by rotation.

A brief resume and other details, as required pursuant to the Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2, is enclosed as Annexure to this notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Naveen Nandigam, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out in Item No. 1 for approval by the shareholders.

Annexure

Brief Profile and other details, as required pursuant to the Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2 are given below:

Particulars	
Name of Director	Mr. Naveen Nandigam
Designation	Non-Executive- Independent Director
DIN	02726620
Date of Birth	January 14, 1962
Date of Initial Appointment	Appointed in the Extra-Ordinary General Meeting held on 22 nd February 2018 with effect from 22 nd February 2018 for a period of 5 years w.e.f. February 21, 2023
Qualifications:	Chartered Accountant
Expertise in Specific Functional Areas:	<p>Finance, Banking, Markets and Wealth Management</p> <p>Mr. N. Naveen is a fellow member of Institute of Chartered Accountants of India (ICAI) and he has been in CA practice since 1990 and in the year 1993 having a passionate interest in making a difference to the student community he started DIGVIJAY Coaching Center at Hyderabad to provide professional coaching to students pursuing CA, CS, CWA courses in India. Over the past 20 years, his committed passion with his team of faculties has produced more than 1000 CA, CS and CWA fully qualified professionals in India.</p> <p>Mr. N. Naveen is also an International Corporate Trainer, Growth Mindset Coach and a Motivational Speaker.</p>
Number of shares held in the company	2800
Relationship between directors inter-se	There is no relationship with other directors on the board.

Details of Directorship and Chairmanship/Membership in Audit Committee and other Committee

Name of Company	Chairmanship/ Directorship	Committee	Chairman/ Member
Kapston Services Limited (Listed)	Non-Executive-Independent Director	Audit Committee Nomination & Remuneration Committee	Chairman Member
Avantel Limited (Listed)	Non-Executive-Independent Director	Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee	Chairman Member Member

****Note:***

a. Includes only public limited companies & Section 8 companies as defined in the Companies Act, 2013.

By Order of the Board
For Kapston Services Limited
(Formerly known as Kapston Facilities Management Limited)

Place: Hyderabad
Date: February 09, 2023

Srikanth Kodali
Managing Director
DIN: 02464623

INSTRUCTIONS FOR REMOTE E-VOTING

The remote e-voting period begins on Thursday the 23rd day of February, 2023 at 9:00 A.M. and ends on Saturday, the 25th day of March, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) <u>If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</u>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(ii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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.
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- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the Kapston Services Limited on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the 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.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- 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 in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@kapstonservices.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.