



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.kapstonfm.com, email: cs@kapstonfm.com

Contact Details: +91 96 4050 4050

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014 (“the Rules”) read with Ministry of Corporate Affairs (“MCA”) General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, and the General Circular No. 20/2021 dated December 8, 2021 dated issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations thereof for the time being in force and other applicable statutory requirements and rules, to transact the Special Business as set out in this Notice are proposed for consideration by the Members of “Kapston Facilities Management Limited” for passing by means of Postal Ballot by voting through electronic means (**remote 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.

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 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.

The voting through Postal Ballot/e-voting will commence on 17th December, 2021 at 9.00 a.m. (IST) and end at 5:00 p.m. (IST) on 16th January 2022.

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 18th January, 2022 at the Corporate Office of the Company. The result of the postal ballot will be posted on the Company's website: www.kapstonfm.com besides being communicated to the National Stock Exchange of India Limited.

SPECIAL BUSINESS

1. APPROVAL FOR THE CHANGE OF NAME OF THE COMPANY FROM KAPSTON FACILITIES MANAGEMENT LIMITED TO KAPSTON SERVICES LIMITED

In this regard to consider and pass, the following resolution as a Special Resolution

“RESOLVED THAT pursuant to provisions of section 13 and 14 of the Companies Act, 2013 and all other applicable provisions and any rules framed thereunder subject to the approval of Central Government and any other Statutory Regulatory Bodies the name of the Company be and is hereby changed from KAPSTON FACILITIES MANAGEMENT LIMITED to KAPSTON SERVICES LIMITED and the Clause I of Memorandum of Association be and is hereby altered as under:

I. The Name of the Company is "Kapston Services Limited"

RESOLVED FURTHER THAT the Article 2(1)(d) of Articles of Association be and is hereby amended as under

(d) "Company means "Kapston Services Limited"

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to obtain the consents/ intimations from various stakeholders such as lenders/ creditors as required to file necessary applications/ forms to the Ministry of Corporate Affairs along with all the documents/ confirmations/ undertakings/ consents and to do all the needful in relation thereto."

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to file necessary intimations/ applications/ forms to intimate the name change to the National Stock Exchange of India Limited under the provisions of SEBI (LODR) Regulations, 2015 and other regulatory bodies such as depositories etc., to do all the needful thereto."

“RESOLVED FURTHER THAT, any one of the Directors of the Company be and is hereby authorized to intimate the change in the name of the Company and file necessary applications/ intimations to all the Statutory, Clientele and other stakeholders including Government authorities as may be necessary in due course of business."

“RESOLVED FURTHER THAT, any one of the Directors of the Company be and is hereby authorized to do all acts, deeds, settle all issues, carry out all necessary modifications/ instructions/ directions of authorities and things necessary for the purpose of giving effect to the above said resolution.”

**By order of the Board
Sd/-
Managing Director
DIN 02464623**

Place: Hyderabad

Date: 13th December, 2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 110 OF THE COMPANIES ACT, 2013.

Item No.1: To provide consent for change of name of the Company from KAPSTON FACILITIES MANAGEMENT LIMITED to KAPSTON SERVICES LIMITED

Kapston Facilities Management Limited was incorporated on 31/01/2009 bearing CIN No. L15400TG2009PLC062658 with an objective to perform Support Services to Organizations i.e private security services, housekeeping services, staffing solutions (including other soft services), other technical/engineering services including providing manpower and also provide training to the unemployed youth in partnership with various state government, local bodies and Non-Profit organization.

Information and facts to enable members to understand the meaning, scope and implications of the items of business and to take decision thereon:-

The new name proposed by the Company expands the meaning in the name of the Company and indicates the true objectives with wider range of services being provided by the Company. . The present name is giving a mis-indication of the service ambit of the Company though, it provides wider range of services apart from the facility management. For the true indication and avoid confusion by the public due to the present name the Board decided to change the name as proposed in the resolution. Accordingly, an application has been made to the Ministry of Corporate Affairs seeking the name availability which has duly been approved vide its letter dated 9th December, 2021.

The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company. A copy of the certificate obtained from practicing chartered accountant under the regulation 45 of LODR Regulations is posted on the Company's website: www.kapstonfm.com

Accordingly, the consent of the Members by way of Special Resolution under the provisions of section 13 and 14 of the Companies Act, 2013 is being sought for change of name of the company from KAPSTON FACILITIES MANAGEMENT LIMITED to KAPSTON SERVICES LIMITED which is subject to the approval Central Government.

The Board of Directors is of the Opinion that the proposed change of name is in the interest of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way deemed to be concerned or interested in this special resolution as set out in the notice.

The Board recommends the resolution as set out in the Notice for approval of the shareholders

By order of the Board
Sd/-
Managing Director
DIN 02464623

Place: Hyderabad

Date : 13th December, 2021

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 December 11, 2021 ("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.kapstonfm.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 e-voting period commences at 9:00 a.m. (IST) on December 17, 2021 and ends at 5:00 p.m. (IST) on January 16, 2022. 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. January 16, 2022.
10. The Company does not have any shares in physical form. Therefore, the instructions required for the shareholder who hold the shares in physical form are not provided.
11. 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@kapstonfm.com PROCEDURE FOR 'E-VOTING':

I. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of CDSL to its members to exercise their right to vote on the proposed resolution by electronic means.
- ii. The e-voting facility will be available during the following period: · Commencement of e-voting: 9:00 a.m. (IST) on December 17, 2021 End of e-voting: 5:00 p.m. (IST) on January 16, 2022. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled.
- iii. The manner of voting by
 - (i) individual shareholders holding shares of the Company in demat mode,
 - (ii) Shareholders other than individuals holding shares of the Company in demat mode,
 - (iii) Shareholders holding shares of the Company in physical mode, and
 - (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

II. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

III. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of

Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

INSTRUCTIONS FOR VOTING

PROCEDURE FOR E-VOTING:

Instructions for members for voting electronically are as under:

A. In case of members receiving e-mail (for members whose e-mail addresses are registered with the Company/Registrars)

- i) The shareholders should log on to the e-voting website www.evotingindia.com .
- ii) Click on Shareholders.
- iii) 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,
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) Shareholders holding shares in dematerialized 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.
- vi) If you are a first-time user follow the steps given below:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth	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 • In case 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 (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members 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.

(ix) Click on the EVSN for the relevant "**Kapston Facilities Management Limited**" on which you choose to vote.

(x) 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.

(xi) Click on the "Resolution file link" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "Confirm" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If 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.

(xvi) Members can also cast their vote using CDSL's mobile app "CDSL 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.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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.

(xviii) 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.

Place: Hyderabad
Date: 13th December, 2021

By order of the Board
Sd/-
Managing Director
DIN 02464623