

28<sup>th</sup> September 2018

To,  
The Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai- 400 051

Dear Sir/Madam,

**Sub : Proceedings of 10<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018 as per Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

Ref : SCRIP CODE : KAPSTON

We wish to inform you that the 10<sup>th</sup> Annual General Meeting (AGM) of the Company was held on September 28, 2018 at Daspalla Hotel, Road No.37, CBI Colony, Jubilee Hills, Hyderabad, Telangana-500033 and the business mentioned in the Notice convening the AGM were transacted.

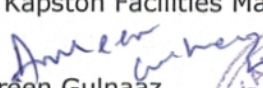
In this regard, please find enclosed the following:

1. Proceedings of AGM in compliance with the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-I.**
2. Submission of voting results in compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-II.**
3. Report of Scrutinizer dated September 28, 2018 in compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure-II.**

This is for your information and record.

Thanking you,

For Kapston Facilities Management Limited,

  
Amreen Gulnaaz,  
Company Secretary





### Annexure-I

#### **SUMMARY OF THE PROCEEDINGS OF 10<sup>TH</sup> ANNUAL GENERAL MEETING**

The 10<sup>th</sup> Annual General Meeting (AGM) of the members of Kapston Facilities Management Limited was convened at 11.30 a.m on Friday the 28<sup>th</sup> September 2018 at Daspalla Hotel, Road No.37, CBI Colony, Jubilee Hills, Hyderabad, Telangana 500033 and concluded at 12.40 p.m.

- ❖ The requisite quorum was present at the beginning and throughout the meeting. Total 28 members were present in person at the meeting.
- ❖ Dr. Chereddi Ramachandra Naidu, Chairman of the Company, chaired the Meeting.
- ❖ The Chairman of the Meeting delivered his speech on the business and performance highlights of the Company.
- ❖ Notice of the Annual General Meeting since already circulated, was taken as read with the permission of the members.
- ❖ Auditors' Report was read by the Company Secretary.
- ❖ Chairman requested the Members to express their views and to raise queries, if any, about the financial statements for the year 2017-18 and also about the operations. Few members expressed their views in relation to future of the Company.
- ❖ Members were informed that E-Voting platform to enable members to cast their vote(s) electronically was provided from 25<sup>th</sup> September, 2018 at 9.00 a.m to 27<sup>th</sup> September, 2018 at 5.00 p.m. Further members who could not cast their vote(s) through E-Voting platform and attended the meeting either in person or through proxy, were provided with a facility to cast their votes through ballot paper.
- ❖ Members were informed that Mr. D S Rao, Practicing Company Secretary, Hyderabad was appointed to scrutinize voting at the AGM and e-voting process in a fair and transparent manner.
- ❖ Company Secretary read the agenda items of 10<sup>th</sup> AGM Notice for the information of members.

*Amrinder*  




**Ordinary Business :**

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a director in place of Radha Krishna Pinnamaneni (DIN: 03324910), who retires by rotation and being eligible, seek re-appointment.
3. Appointment of M/S NSVR and Associates LLP, Chartered Accountants (Firm Registration No.0008801S/S200060), Hyderabad as Statutory Auditors of the Company.

**Special Business :**

4. Appointment and Re-designation of Shri Chereddi Ramachandra Naidu as an Executive Chairman.
5. Appointment of Smt Vanitha Nagulavari as an Independent Director.

The shareholders were also informed that the combined results of e-voting and voting through Ballot Paper along with the Scrutinizer's Report shall be declared to the Stock Exchange and the same shall also be placed on the website of the Company.

The resolutions, if passed, shall be considered as passed effective from 28<sup>th</sup> September 2018.

Then the meeting was concluded with vote of thanks.

You are requested to kindly take the above information on your records.

Thanking You,

For Kapston Facilities Management Limited,

Amreen Gulnaaz  
Company Secretary





**Form MGT-13**

**CONSOLIDATED SCRUTINIZER'S REPORT**

***[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]***

To,  
The Chairman,  
Kapston Facilities Management Limited,  
# 1-98/9/3/23, Plot No.12E, Jaihind Colony,  
Madhapur, Hyderabad-500081.

**Dear Sir,**

**Subject:** Consolidated Report on e-voting as well as physical voting for items proposed at 10<sup>th</sup> Annual General Meeting of Kapston Facilities Management Limited held on Friday the 28th day of September, 2018 at 11.30 A.M at Daspalla Hotel, Road No.37, CBI Colony, Jubilee Hills, Hyderabad, Telangana 500033.

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With reference to the above subject, I, D.S.Rao , Practicing Company Secretary (having C.P.No:14487), state that I was appointed as a Scrutinizer by the Board of Directors of the Company for scrutinizing the e-voting process opened during the period from 25.09.2018 to 27.09.2018 and physical voting conducted through poll at the AGM at Daspalla Hotel, Road No.37, CBI Colony, Jubilee Hills, Hyderabad, Telangana 500033, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the items of business as provided in the notice dated 30<sup>th</sup> day of August, 2018. I report as under:

1. The Company availed the e-voting services of CDSL (hereinafter referred to as the "**Service Provider**") to offer the electronic voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders during the period from 25<sup>th</sup> September, 2018 at 09.00 A.M. to 27<sup>th</sup> September, 2018 at 05.00 P.M. The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 21<sup>st</sup> September 2018 (i.e. cut - off date) were allowed to participate and vote electronically on all the items of business proposed at the AGM during the aforesaid period of e-voting. On 21<sup>st</sup> day of September, 2018, the votes cast through e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of 2 persons who were present as witnesses.



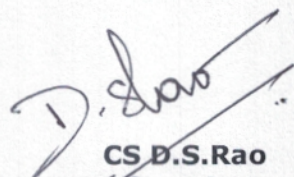


2. At the 10th AGM of the Company held on Friday, the 28th day of September, 2018, at 11:30 A.M. at Daspalla Hotel, Road No.37, CBI Colony, Jubilee Hills, Hyderabad, Telangana 500033, the Company provided the Poll facility at the venue to the shareholders who attended the meeting and did not participate in the E-voting facility to cast their votes through poll at the AGM.
3. Subsequent to the completion of voting process at the 10<sup>th</sup> AGM, the votes cast by the shareholders at the 10<sup>th</sup> AGM were diligently scrutinized by me. The votes cast at the 10<sup>th</sup> AGM were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations / proxies lodged with the Company.
4. As per the voting; I report that all the 5(five) resolutions proposed at the AGM were duly passed with requisite majority. I am herewith enclosing the details of votes cast through e-voting during 25<sup>th</sup> September, 2018 at 09.00 A.M. to 27<sup>th</sup> September, 2018 at 05.00 P.M. and details of the physical voting at the 10<sup>th</sup> AGM on each of the resolutions as **Annexure I**.
5. The poll papers and relevant records relating to electronic voting and Poll at 10<sup>th</sup> AGM were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

**Place: Hyderabad**

**Date: 28.09.2018**



  
**CS D.S.Rao**  
**Company Secretary**  
**M.No:12394**  
**C.P.No: 14487**



## Annexure-I

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6335739	6335739	100	6335739	0	100	0
	Poll		0	0.00	00	0	0.00	0
	Postal Ballot (if applicable)			0	0	0	0	0
	Total		6335739	100.00	6335739	0	100.00	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0.00	00	0	0.00	0
	Postal Ballot (if applicable)			0	0	0	0	0
	Total		0	0.00	00	0	0.00	0
Public- Non Institutions	E-Voting	2359170	272670	12	272670	0	100	0
	Poll		306000	12.97	306000	0	100.00	0
	Postal Ballot (if applicable)			0	0	0	0	0
	Total		2359170	24.53	578670	0	100.00	0
Total		8694909	6914409	79.5225	6914409	0	100.00	0.0000

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Radha Krishna Pinnamaneni (DIN: 03324910), who retires by rotation and being eligible, seek re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6335739	5978984	94	5978984		100	0
	Poll			0.00	00		0.00	0
	Postal Ballot (if applicable)			0	0		0	0
	Total		5978984	94.37	5978984	0	100.00	0
Public- Institutions	E-Voting	0		0	0		0	0
	Poll			0.00	00		0.00	0
	Postal Ballot (if applicable)			0	0		0	0
	Total		0	0.00	00	0	0.00	0
Public- Non Institutions	E-Voting	2359170	272670	12	272670		100	0
	Poll		306000	12.97	306000		100.00	0
	Postal Ballot (if applicable)			0	0		0	0
	Total		2359170	24.53	578670	0	100.00	0
Total		8694909	6557654	75.4195	6557654	0	100.00	0.0000



1. Rao



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/S NSVR and Associates LLP, Chartered Accountants (Firm Registration No.00088015/5200060),Hyderabad as Statutory Auditors							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6335739	6335739	100	6335739	0	100	0
	Poll		0	0.00	00	0	0.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6335739	6335739	100.00	6335739	0	100.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0	0
	Poll		0	0.00	00	0	0.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0.00	00	0	0.00
Public- Non Institutions	E-Voting	2359170	272670	12	272670	0	100	0
	Poll		306000	12.97	306000	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2359170	578670	24.53	578670	0	100.00
Total		8694909	6914409	79.5225	6914409	0	100.00	0.0000

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment and Re-designation of Shri Cherreddi Ramachandra Naidu as an Executive Chairman							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6335739	6335739	100	6335739	0	100	0
	Poll		0	0.00	00	0	0.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6335739	6335739	100.00	6335739	0	100.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0	0
	Poll		0	0.00	00	0	0.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0.00	00	0	0.00
Public- Non Institutions	E-Voting	2359170	169470	7	169470	0	100	0
	Poll		24000	1.02	24000	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2359170	193470	8.20	193470	0	100.00
	Total	8694909	6529209	75.0923	6529209	0	100.00	0.0000

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Ms. Vanitha Nagulavari as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6335739	6335739	100	6335739		100	0
	Poll		0	0.00	00	0.00	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		6335739	6335739	100.00	6335739	0	100.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0	0
	Poll		0	0.00	00	0.00	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0.00	00	0	0.00
Public- Non Institutions	E-Voting	2359170	247470	10	247470		100	0
	Poll		306000	12.97	306000		100.00	0
	Postal Ballot (if applicable)			0	0		0	0
	Total		2359170	553470	23.46	553470	0	100.00
Total		8694909	6889209	79.2327	6889209	0	100.00	0.0000

Palce : Hyderabad  
Date : 28.09.2018



*D S Rao*  
D S Rao  
M.No.: 12394  
C.P.No: 14487