

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting (AGM) of the shareholders of the Company will be held on Wednesday, September 30, 2020, at 11.30 a.m. at the Corporate office of the Company situated at Plot No 75, Kavuri Hills, Madhapur, Hyderabad, Telangana-500034, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2020 together with the reports of the board of directors ('the Board') and auditors thereon.
2. To appoint a Director in place of Dr. Cherreddi Ramachandra Naidu (DIN: 02096757), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Special Business:

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 the provisions of sections 149,150,152 and any other applicable provisions of the Companies Act,2013("the Act") and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 (Listing Regulations"), Mr. Nageswara Rao Koripalli (DIN 08734786), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 29, 2020 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his appointment to the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not

subject to retirement by rotation, for a term from April 29,2020 to April 28,2025."

By order of the Board

Sd/-

Amreen Gulnaaz

Company Secretary

M.No A47889

Place: Hyderabad

Date: August 14,2020

Registered Office

Kapston Facilities Management Limited

Plot No.287,MIG-2, IX Phase KPHB,

Kukatpally, Hyderabad- 500072.

CIN : L15400TG2009PLC062658

Email: cs@kapstonfm.com

Website:www.kapstonfm.com

Contact Details : +91 96 4050 4050

Notes

1. A shareholder entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on poll on behalf of him and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the company.
2. In terms of the provisions of section 152 of the Companies Act,2013, Dr. Cherreddi Ramachandra Naidu, Executive Chairman (DIN:02096757), retire by rotation at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.
Details of Dr. Cherreddi Ramachandra Naidu, Executive Chairman (DIN: 02096757) retiring by rotation/ seeking re-appointment at the ensuing meeting are provided in the "Annexure" to the Notice.
3. Corporate shareholders intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The cutoff date for dispatch of Annual Reports to shareholders is September 04,2020.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE

7. In compliance with the MCA circulars and SEBI Circular dated May 12,2020, Notice of the AGM along with the Annual Report 2019-20 is being sent through electronic mode to those Members whose email address are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.kapstonfm.com, website of the Stock Exchange, i.e on National Stock Exchange of India Limited at www.nseindia.com.
For receiving all communication (including Annual Report) from the Company electronically members are requested to register/update their email addresses with the relevant Depository Participant.
8. Pursuant to section 108 of the Companies Act, 2013, read with rules 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given separately.
9. Shareholders/proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM.
10. Shareholders are requested to intimate, immediately, any change in their address or bank

mandates to their depository participants with whom they are maintaining their demat accounts.

11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.
12. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13 to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company.
13. All documents referred to in the accompanying notice will be available for inspection at the corporate office of the company during business hours on all working days up to the date of declaration of the result of the 12th AGM of the Company.
14. In case of joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of name appears as per the Register of Members of the Company will be entitled to vote.
15. Route map to the venue of the AGM is published elsewhere in the Annual Report.

By order of the Board
For Kapston Facilities Management Limited

Sd/-
Amreen Gulnaaz
Company Secretary
M.No A47889

Place: Hyderabad
Date: August 14,2020

Registered Office

Kapston Facilities Management Limited
Plot No.287,MIG-2, IX Phase KPHB,
Kukatpally, Hyderabad- 500072.
CIN : L15400TG2009PLC062658
Email : cs@kapstonfm.com
Website : www.kapstonfm.com
Contact Details : +91 96 4050 4050

Guidelines for Electronic Voting

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide e-voting facility to the shareholders to cast their vote on all resolutions set forth in the notice convening the 12th Annual General Meeting (AGM) to be held on Wednesday, September 30, 2020 at 11.30 a.m. The Company has engaged the services of Central Depository Service Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members/List of Beneficial Owners as on September 23, 2020 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Sunday, September 27, 2020 at 9.00 a.m and will end on Tuesday, September 29, 2020 at 5.00 p.m. During this period, shareholders of the Company, as on the cutoff date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above.

The Company has appointed Mr. D S Rao, Practicing Company Secretary, Hyderabad, to act as the Scrutinizer, to scrutinize the electronic voting process and poll at the Annual General Meeting (AGM) in fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

The shareholders who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but will not be entitled to cast their vote again.

The facility for voting through ballot paper will be made available at the AGM venue and the shareholders attending the AGM, who have not cast their vote by remote e-voting will be able to exercise their right at the AGM venue through ballot paper. Shareholders who have not cast their vote electronically, by remote e-voting, may only cast their vote at the AGM through ballot paper.

At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman, with the assistance of the scrutinizer, will order voting through ballot paper for all those shareholders who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.

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.
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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 <ul style="list-style-type: none">• 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).
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- (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 “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.

General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 23, 2020.
- ii. The Scrutinizer, after scrutinising the votes cast at the meeting through ballot papers during AGM and after taking into consideration the e-voting will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.kapstonfm.com and on the website of Stock Exchange (NSE).
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

ADDITIONAL FACILITY TO THE SHAREHOLDERS TO PARTICIPATE THROUGH ELECTRONIC PLATFORM

Considering the present COVID-19 pandemic, the Company is pleased to provide additional platform by enabling shareholders to participate through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") in the Annual General Meeting. The shareholders who wish to participate in the Annual General Meeting through electronic platform shall send the request by email to the Company Secretary of the Company at cs@kapstonfm.com.

The Company Secretary will share the Zoom login details and password, please note the said participation will not be counted for the purpose of quorum.

The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned prescribed, Members who wish to participate through VC/OAVM can send their queries by email to the Company Secretary at cs@kapstonfm.com before September 28, 2020, the said queries will be considered and the Chairman will reply the same at the Annual General Meeting.

EXPLANATORY STATEMENT IN ACCORDANCE WITH SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item 3:

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ("the Act"), Mr. Nageswara Rao Koripalli (DIN 08734786) who was co-opted as an Additional Director (Independent) w.e.f April 29, 2020 and who holds office as such up to the date of this Annual General Meeting is proposed to be appointed as an Independent Director subject to the approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Nageswara Rao Koripalli, be appointed as an Independent Director on the Board of the Company.

The Company has received a notice in writing from a member under Section 160 of the Companies Act proposing the candidature of Mr. Nageswara Rao Koripalli (DIN 08734786) for the office of Director of the Company. Mr. Nageswara Rao Koripalli has consented to act as a

Director and given a declaration stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he meets the criteria of independence as prescribed under both sub-section (6) of Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. In the opinion of the Board, Mr. Nageswara Rao Koripalli (DIN 08734786) fulfills the condition of his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Nageswara Rao Koripalli (DIN 08734786) is independent of the management and possesses appropriated skills, experience, and knowledge.

Brief Profile :

Mr. Nageswara Rao Koripalli (DIN 08734786) is a retired Indian Revenue Service Officer with an overall experience of 32 years in administration of Indian Income Tax Laws and allied Laws in various capacities. His last posting was, the Principal Director of Income Tax (Investigation), Hyderabad, in the Income Tax Department, having jurisdiction over the State of Telangana & Andhra Pradesh.

He holds a Masters' degree in Science from Andhra University and holds LLB (Law) degree. He joined Indian Revenue Service (IRS)- Income Tax Department in the year 1986 and retired in the year 2018. He also worked as a Special Director in the Directorate of Enforcement on deputation. By virtue of his work experience in government of India, he has knowledge and exposure in matters of accountancy, audit and corporate governance of large companies governed under the (Indian) Companies Act. He has fair knowledge of various Laws of the country especially in Foreign Exchange Regulation Act (FERA), Foreign Exchange Management Act (FEMA), The Prevention of Money Laundering Act (PMLA), Prohibition of Benami Properties Act & The Black Money Act.

As per the provisions of section 149 and 152 of the Companies Act, 2013 consent of the members by way of ordinary resolution is required for the said appointment. the relevant details of Mr. Nageswara Rao Koripalli (DIN 08734786) as required under the provisions of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this notice.

Copy of draft letter of appointment of Mr. Nageswara Rao Koripalli (DIN 08734786) setting out the terms and conditions of appointment is available for inspection by the members at the corporate office of the Company.

Except Mr. Nageswara Rao Koripalli (DIN 08734786), none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Mr. Nageswara Rao Koripalli (DIN 08734786) holds directorship only in “Kapston Facilities Management Limited”. The Board recommends the resolution set forth in Item No.3 for approval of the members.

Annexure to the explanatory statement pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, information about the directors who is seeking re-appointment/appointment

Item No.2& 3

A	Name	Dr. Chereddi Ramachandra Naidu	Mr. Nageswara Rao Koripalli
	Directors Identification Number	02096757	08734786
B	Brief Resume		
	i) Age (Date of Birth)	70 Years (01-02-1950)	62 years (06-02-1958)
	ii) Qualification	Retd. IPS MA in Sociology and a Doctorate in Commerce & Management.	Retd. IRS He holds a Masters’ degree in Science from Andhra University and holds LLB (Law) degree.
	iii) Experience (including expertise in specific functional area/Brief Resume)	He joined the Police Services as a Deputy Superintendent of Police in the year 1977 and retired in the year 2007 as Inspector General of Police. He is acting as Director of the Company since 2018.	He joined Indian Revenue Service (IRS)- Income Tax Department in the year 1986 and retired in the year 2018. He also worked as a Special Director in the Directorate of Enforcement on deputation. By virtue of his work experience in government of India, he has knowledge and exposure in matters of accountancy, audit and corporate governance of large companies governed under the (Indian) Companies Act.
	iv) Date of initial appointment on the Board of the Company	22.02.2018	29.04.2020
C	Nature of expertise in specific functional Areas	His expertise spans across the areas of human resource management, Industrial relations, strategy and project management.	He is an expert in Tax matters, accountancy, audit and corporate governance.
D	Names of other companies in which he is acting as Director	CAP Workforce Development Institute Private Limited.*	NIL (He is director only in Kapston Facilities Management Limited)
E	Name(s) of companies in which committee Membership(s)/ Chairperson held as on date	NIL	NIL
F	Shareholding in the Company	6,41,200 Equity Shares	4200 Equity Shares
G	Relationships between other Directors Inter-se	No relationship with other directors.	No relationship with other directors.

* Company whose status is “Strike off” as per Ministry of Corporate Affairs data those companies are not considered while taking in consideration “Names of other companies in which the existing director is acting as Director”

Kapston Facilities Management Limited

CIN: L15400TG2009PLC062658

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

Corporate office: Plot No.75,Kavuri Hills, Madhapur, Hyderabad-500034.

E-mail :cs@kapstonfm.com Website : www.kapstonfm.com

Contact No : +91 96 4050 4050

Attendance slip for Annual General Meeting (To be surrendered at the venue of the meeting)

I hereby state that I am a registered shareholder/proxy/representative for the registered shareholder(s) of the company. I hereby record my presence at the 12th Annual General Meeting of the company held on Wednesday, 30th September ,2020 at 11.30 a.m at Corporate Office of the Company situated at Plot No 75,Kavuri Hills, Madhapur, Hyderabad, Telangana-500034.

DP ID*	Regd. Folio No.
Client ID*	No. of Shares

*Applicable if shares are held in electronic form.

Name & Address of the Shareholder

Signature of Shareholder/Proxy/
Representative (Please Specify)

Note:

1. Shareholders/proxy holders are requested to bring the attendance slips with them duly completed when they come to the meeting and hand them over at the gate, affixing their signature on them.
2. Shareholders are informed that no duplicate attendance slips will be issued at the venue of the meeting.

ROAD MAP TO AGM VENUE FROM JUBILEE HILLS CHECK POST, HYDERABAD



Kapston Facilities Management Limited

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E-mail :cs@kapstonfm.com Website : www.kapstonfm.com

Contact No : +91 96 4050 4050

Form No.MGT-11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	L15400TG2009PLC062658
Name of the Company	Kapston Facilities Management Limited
Registered Office	Plot No.287, MIG-2, IX Phase KPHB, Kukatpally, Hyderabad, Telangana-500072.
Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No./Client ID	DP ID

I / We, holding _____ shares of Kapston Facilities Management Limited, hereby appoint

1. Name: _____
Address: _____
Email Id: _____
Signature: _____ falling him/her
2. Name: _____
Address: _____
Email Id: _____
Signature: _____ falling him/her
3. Name: _____
Address: _____
Email Id: _____
Signature: _____ falling him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 12th AGM of the company to be held on Wednesday, 30th September ,2020 at 11.30 a.m at the venue of AGM i.e Corporate office: Plot No.75,Kavuri Hills, Madhapur, Hyderabad-500034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Vote (optional see note2) (please mention no of shares	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2020 together with the reports of the board of directors ('the Board') and auditors thereon.		
2	To appoint a Director in place of Dr. Chereddi Ramachandra Naidu (DIN: 02096757), who retires by rotation and being eligible, offers himself for re-appointment as a Director .		
Special Business			
3	To appoint Mr. Nageswara Rao Koripalli (DIN 08734786) as Independent Director of the Company.		

Affix
Revenue
Stamp

Signed this day of 2020

Signature of the shareholder: _____

Signature of Proxy holder(s): _____

Note:

1. This form in order to be effective should be duly completed and deposited at the Corporate Office of the company not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.