

## Notice of the Annual General Meeting

Notice is hereby given that the Fifteenth (15<sup>th</sup>) Annual General Meeting (AGM) of the Shareholders of Kapston Services Limited (Formerly known as Kapston Facilities Management Limited) "Company" will be held on Monday, the 25<sup>th</sup> Day of September, 2023 at 04.00 P.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 31 March 2023 together with the Reports of the Board of Directors ('the Board') and Auditors thereon.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **To appoint a Director in place of Dr. Ramachandra Naidu Cherredi (DIN: 02096757), who retires by rotation and being eligible, offers himself for re-appointment as a Director.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, **Dr. Ramachandra Naidu Cherredi (DIN: 02096757)**, who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### Special Business

3. **Re-appointment of Ms. Vanitha Nagulavari (DIN: 07271674) as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s) 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 of the Companies Act, 2013 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 (Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for re-appointment of Ms. Vanitha Nagulavari (DIN: 07271674) as an Independent Director, who has submitted a declaration that she meets the criteria for independence under section 149(6) of the Act, and Regulation 16(1)(b) of listing regulations for a second term of five (5) Consecutive years commencing from August 30, 2023 to August 29, 2028 and the term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above said resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filling of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

**4. Re-appointment of Mr. Srikanth Kodali (02464623) as Managing Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to the recommendation of Nomination and Remuneration Committee, prior approval of Audit Committee and approval of the Board of Directors of the Company, the approval of the Members be and is hereby accorded for re-appointment of Mr. Srikanth Kodali (DIN 02464623) as Managing Director for a period of three (3) years with effect from 29th January, 2024 at such remuneration and on such terms and conditions as set out in the Explanatory Statement annexed hereto.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company may revise the remuneration payable to the Managing Director, in any Financial year during his tenure of office, in such manner as agreed between the Board of Directors and Managing Director subject to provision of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** Mr. Srikanth Kodali (DIN 02464623) shall be the Key Managerial Personnel of the Company as defined under Section 203 of the Companies Act, 2013 read with rules made thereunder. Moreover, as long as Director holds position of Managing Director, he shall not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above said resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filling of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.

**By order of the Board**  
for **Kapston Services Limited**  
(Formerly known as Kapston Facilities Management Limited)

Sd/-  
**Kalluru Manaswini**  
*Company Secretary and Compliance Officer*  
M.No. A56890

Date : July 31, 2023  
Place : Hyderabad

## 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. Ramachandra Naidu Cherredi (DIN: 02096757)**, Executive Director, retires by rotation at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.  
Details of **Dr. Ramachandra Naidu Cherredi (DIN: 02096757)**, Executive Director 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.

## Dispatch of Annual Report through Electronic Mode

6. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder and the MCA Circulars, the Notice calling the Annual General Meeting along with the Annual Report 2022-23 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/RTA, unless the Members have requested for a physical copy of the same. Members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant. For any communication, the Members may also send requests to the Company's email id: [cs@kapstonservices.com](mailto:cs@kapstonservices.com).
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.kapstonservices.com](http://www.kapstonservices.com). The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.evotingindia.com/>
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. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation

and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no.MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details.

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 till the date of 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 in the Annual Report.

**By order of the Board**  
**for Kapston Services Limited**  
(Formerly known as Kapston Facilities Management Limited)

Sd/-  
**Kalluru Manaswini**  
*Company Secretary and Compliance Officer*  
M.No. A56890

Date : July 31, 2023  
Place : Hyderabad

**Registered Office**

Kapston Services Limited  
Plot No.287, MIG-2, IX Phase KPHB,  
Kukatpally, Hyderabad- 500072.  
CIN : L15400TG2009PLC062658  
Email: [cs@kapstonservices.com](mailto:cs@kapstonservices.com)  
Website: [www.kapstonservices.com](http://www.kapstonservices.com)  
Contact : +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 (Listing Obligations and Disclosure Requirements) 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 15th Annual General Meeting (AGM) to be held on Monday, the 25th Day of September, 2023. The Company has engaged the services of Bigshare Services Pvt Ltd to provide the e-voting facility.

Shareholders of the Company as on the cut-off date September 18, 2023 are entitled to vote on the resolutions set forth in this Notice.

The e-voting period begins on September 22, 2023 09:00 at A.M. and ends on September 24, 2023 at 05:00 P.M. During this period, shareholders of the Company, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by Bigshare Services Pvt Ltd for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above.

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.

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.

- i. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>
	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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on **“LOGIN”** button under the **‘INVESTOR LOGIN’** section to Login on E-Voting Platform.
- Please enter you **‘USER ID’** (User id description is given below) and **‘PASSWORD’** which is shared separately on you register email ID.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user ID.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user ID.

**Note:** *If you have not received any user id or password please email from your registered email ID or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
 

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **‘LOGIN’** under **‘INVESTOR LOGIN’** tab and then Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘Reset’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

### 3. Custodian registration process for i-Vote E-Voting Website

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User ID and password will be sent via email on your registered email ID**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘Forgot your password?’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### Voting method for Custodian on i-Vote E-voting portal

- After successful login, **Bigshare E-voting system** page will appear.

#### Investor Mapping

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

### Investor vote File Upload

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

### Helpdesk for queries regarding e-voting

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.



## 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 18, 2023.

The Scrutinizer, after scrutinizing 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.kapstonservices.com](http://www.kapstonservices.com) and on the website of Stock Exchange (NSE).

- ii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

### A. General Information

- Nature of Industry:** The Company is primarily engaged in providing Staffing, Private Security Services and Facilities Management Services across the country.
- Date of commencement of commercial production:** The Company is carrying out its operations since incorporation i.e., January 31, 2009.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- Financial Performance based on given indicators**

Particulars	2022-23 (In INR)	2021-22 (In INR)
Turnover	39,896.37	27,224.96
Net Profit	507.03	247.34

- Foreign Investments or Collaborators, if any:** The Company does not have any foreign Investments.
- Annexure to Item 2 pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, information about the director who is seeking re-appointment by rotation:**

A	Name	Dr. Chereddi Ramachandra Naidu
	Directors Identification Number	02096757
B	<b>Brief Resume</b>	
	i) Age	73 Years (01-02-1950)
	ii) Qualification	Retd. IPS, MA in Sociology and a Doctorate in Commerce & Management.
	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.
	iv) Date of initial appointment on the Board of the Company	22.02.2018
C	Names of other companies in which he is acting as Director	CAP Workforce Development Institute Private Limited.*
D	Name(s) of companies in which committee Membership(s)/Chairperson held as on date	Nil
E	Shareholding in the Company	6,41,200 Equity Shares
F	Relationships between other Directors Inter-se	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"

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

### Item No: 3

#### **Re-appointment of Ms. Vanitha Nagulavari (DIN: 07271674) as an Independent Director of the Company**

Ms. Vanitha Nagulavari (DIN: 07271674) was appointed as an Independent Director of the Company for a period of 5 years w.e.f. 30<sup>th</sup> August, 2018. Her current term as an Independent Director will end on 29<sup>th</sup> August, 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 Monday, July 31, 2023, recommended the re-appointment of Ms. Vanitha Nagulavari, as an Independent Director of the Company, for second term of Five (5) years commencing from August 30, 2023 to August 29, 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 Ms. Vanitha Nagulavari is being proposed for the approval of the shareholders in the ensuing Annual General Meeting of the Company.

The Company has received following documents from Ms. Vanitha Nagulavari –

- 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, Ms Vanitha Nagulavari, 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 she is independent of the Management.

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

Further, the Board on the recommendation of 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 Ms. Vanitha Nagulavari with this experience and expertise will be of immense value addition to the Company.

The terms and conditions of re-appointment of Ms. Vanitha Nagulavari 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](mailto:cs@kapstonservices.com)

The resolution seeks the approval of the shareholders by way of special resolution for the Re-appointment of Ms. Vanitha Nagulavari as an Independent Director of the Company for a second term of Five (5) consecutive years commencing from August 30, 2023 to August 29, 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 Ms. Vanitha Nagulavari, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out in Item No. 3 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	Ms. Vanitha Nagulavari
Designation	Non-Executive- Independent Director
DIN	'07271674
Date of Birth	15-04-1988
Date of Initial Appointment	Appointed in the Annual General Meeting held on 28th September 2018 with effect from 30 August,2018 for a period of 5 years
Qualifications, Brief Profile, Experience and Expertise in specific functional areas	Ms. Vanitha Nagulavari (Independent Director) is a Commerce graduate and an Associate Member of the Institute of Company Secretaries of India (ICSI), with over a decade of experience in legal, secretarial and capital markets.  She is a keen analyst with proven abilities in liaising with government departments, regulatory authorities and external agencies including SEBI, Stock Exchanges, Ministry of Corporate Affairs, etc.
Number of shares held in the company	14400
Disclosure of relationships between directors inter-se	She is not related to any other Director(s) of the Company.
Terms and Conditions of appointment/ reappointment	She shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending meetings of the Board or Committees thereof

### 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 - Stakeholders Relationship Committee - Corporate Social Responsibility Committee	Chairman Member Member Member
Genesis IBRC India Limited (Listed)	Non-Executive	Nomination & Remuneration Committee	Member

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

## Item No: 4

### Re-appointment of Mr. Srikanth Kodali (02464623) as Managing Director of the Company

Mr. Srikanth Kodali, founder of Kapston Services Limited is a promoter director on the Board of the Company. He has rich experience over a decade in Manpower Solutions, Facilities Management, and Security Services. Under his leadership, Kapston has grown significantly and is now listed on the National Stock Exchange (NSE). He also has diverse experience in field of Advertising, Digital Designing, Printing, Construction, Marketing, Financial Management, and Client Retention. He is a firm believer in Diversity and Inclusion (DNI) and has created an ecosystem that helps job seekers find employment opportunities easily, providing social security benefits to a wider employable population. He has been the key guiding force behind all the strategic decisions of our Company and has been 'Instrumental' in formulating the overall business strategy and developing a Business & Client relations module, for the company.

Mr. Srikanth Kodali was appointed as Managing Director of the Company for a period of three years with effective from 29<sup>th</sup> January, 2021 and holds office upto 28<sup>th</sup> January, 2024.

Keeping in view his long association with the Company, his expertise, qualifications and experience, your Board of Directors on the recommendations of Nomination and Remuneration Committee, approved and recommend for your approval for re-appointment and payment of remuneration as detailed in the resolution with effect from 29<sup>th</sup> January, 2024 to 28<sup>th</sup> January, 2027.

#### I. Remuneration

- i. Gross Remuneration not exceeding Rs.1,80,00,000/- (One Crore and Eighty Lakhs) per annum (The Board shall fix the monthly/ yearly remuneration within the overall limit and shall give increment and other incentives based on Industrial standards and his performance)
- ii. Reimbursement of Expenses: Reimbursement of reasonable expenses actual and properly incurred in connection with the business of the Company.
- iii. He will be provided chauffeur driven car, driver mobile and telephone at residence to carry out his responsibilities. All personal long distance calls on the telephone shall be recovered by the company. The provisions of car, driver and telephone will not be considered as perquisites.

#### II. Other Conditions

- a) As long as Mr. Srikanth Kodali, functions as the Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees (if any) thereof.
- b) Mr. Srikanth Kodali, will exercise the management control over the whole of the affairs of the Company to carry out day to day affairs of the Company to regulate all business activities.
- c) The Managing Director shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best interest of the business of the Company.
- d) Mr. Srikanth Kodali, is not related to any other Director of the Company except Mrs. Kanti Kiran Doddapaneni (spouse).
- e) The Committees considers it desirable that the Company should avail his services as Managing Director.
- f) Mr. Srikanth Kodali is liable to retire by rotation.

A brief resume and the profile of Mr. Srikanth Kodali is enclosed as Annexure to this notice.

The statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013, to the extent applicable, is given here under:

#### A. General Information

1. Nature of Industry - Support Services to various organizations i.e Private Security Services, Housekeeping services, Staffing solution (including other soft services) and Training.
2. Date of Commencement of Commercial Production- NA.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- N.A.
4. Financial performance based on given indicators- the net profit of the Company for the year 2022-23 is Rs. 5,07,02,836/- as against Rs. 2,47,33,204/- in the previous year.
5. Foreign Investments or Collaborators, if any- NIL

## **B. Information about the Appointee**

### **1. Background details**

Mr. Srikanth Kodali, promoter of Kapston Services Limited and he has been managing the Company ever since its incorporation as an Executive Director. He has two decades of experience in the field of Security Services and Facilities Management; his innovative ideas and commitment level helps the Company to achieve more than the expected results. The Company commenced its Business in the State of Telangana in the year 2009 under his management and now it has branches across India.

### **2. Past Remuneration**

2020-21- Rs. 87,00,000

2021-22- Rs. 1,20,00,000

2022-23- Rs. 1,20,00,000

### **3. Recognition or Awards**

Central Board of Direct Taxes, Ministry of Finance, Government of India has honoured Mr. Srikanth Kodali with a Certificate of Appreciation categorising him as taxpayer in the "Silver" category.

Indian Achievers Forum has awarded him for leading most Promising Company in the Year 2022

HR India has awarded him in the Year 2023 for making Kapston as the best place to work.

## **4. Job Profile and his suitability**

Mr. Srikanth Kodali is a firm believer in Diversity and Inclusion (DNI) and has created an ecosystem that helps job seekers find employment opportunities easily, providing social security benefits to a wider employable population.

Mr. Srikanth Kodali is entrusted with substantial powers of the management of the Company subject to superintendence, control and direction of the Board of Directors, the provisions of Memorandum and Articles of Association, and shall do all in his power to promote, develop and extend the business of the Company. Under his leadership, Kapston has grown significantly and is now listed on the National Stock Exchange (NSE).

He has 25 years of experience and he is expert in Business, Administration, Security & FM, Industry Knowledge, Risk Management. His expertise will help the Company to perform better. He is well suited as he is not only experienced, but he is also well versed of entire operations of the Company. The challenging business environment requires review of operations, monitoring and decision making on day to day basis besides strategic guidance and advice on ongoing basis for modernization, technology up-gradation and expansion/diversification activities in which Company would be immensely benefited by his matured and timely advice.

## **5. Remuneration Proposed**

- i. As specified in the resolution and subject to such conditions as stipulated by/in the Company Policy.
- ii. He will be provided other facilities such as car, driver, mobile and laptop as per the policy of the Company which will not be considered as part of the remuneration.
- iii. He is also eligible for Provident Fund, leave encashment, Gratuity as per the policy of the Company which will not be considered as part of the remuneration.

## **6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)**

The proposed remuneration to the appointee is in line with the remuneration comparable to the size of the industry and of the position and person.

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any-** He is holding 7,203,693 Equity Shares of Rs.10 each i.e., 71.01% of voting rights.

**C. Other Information**

**1. Reason of Inadequate Profit**

The Company is in growing stage, it is continuously investing in the branch expansion activities to increase revenue by creating its presence all over India. The Company is also acquiring talent to meet the organizational needs.

**2. Steps taken for improvement**

As mentioned above the Company is investing to improve its services and to reach new customers, as per the strategies the profit is expected to improve in future.

**3. Expected increase in productivity and profit in measurable terms**

The management is very much confident that their client base will increase which will automatically lead to higher profit compare to that of previous years.

None of the Director, Key Managerial Person and their relatives are interested in the above resolution except Mr. Srikanth Kodali, Managing Director and his spouse Mrs. Kanti Kiran Doddapaneni, Director.

## Annexure

**Brief Profile of Director**

A	Name	Mr. Srikanth Kodali
B	Brief Resume a) age b) qualification	47 years Bachelor of Commerce
i)	Experience in specified functional area	Field of Expertise: Business, Administration, Security & FM, Industry Knowledge, Risk Management. 19 Years of experience in Security and Facility management, 4 years of experience in other field
ii)	Date of appointment on present Board of the Company	Since Incorporation i.e., since 31 <sup>st</sup> January, 2009
C	Name of the other Companies in which directorship held (as per section 165 of the Companies Act, 2013)	Nil
D	Names of the Companies in which committee Membership(s) held	Nil
E	No of Shares of Rs.10/- each held by the Directors	7,203,693 Equity Shares only
F	Disclosure of relationships between directors inter-se	Spouse of Ms. Kanti Kiran Doddapaneni, Non-Executive Director
G	Terms and Conditions of appointment/reappointment	As per the details provided under the resolution and explanatory statement for business item no. 4.
H	Details of Remuneration sought to be paid	As per the details provided under the resolution and explanatory statement for business item no. 4.
I	In the case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA