



KAPSTON SERVICES LIMITED

Corporate Identity Number (CIN): L15400TG2009PLC062658

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

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

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

POSTAL BALLOT NOTICE

[Notice issued to members pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with rules made thereunder]

VOTING STARTS ON	VOTING ENDS ON
Friday, March 28, 2025 at 9:00 Hours (IST)	Saturday, April 26, 2025 at 17:00 Hours (IST)

Dear Member(s),

NOTICE is hereby given under Sections 108, and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the “Act”) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard-2 on General Meetings (“the SS-2”), read with General Circular Nos. 09/2023 dated September 25, 2023, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Regulation 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘SEBI Listing Regulations) and other applicable laws, rules and regulations, for seeking approval of Members of **Kapston Services Limited** (“the Company”) to the proposed resolutions appended below through Postal Ballot, only through Remote E-Voting, i.e., remote voting by electronic means.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants and whose names appear on the Register of Members as **of March**

21, 2025 (“Cut-Off Date”). A member whose e-mail address is not registered with the Company/ Depository Participants, may please follow the process provided in the notes to the postal ballot hereto to receive this Notice and login ID and password for remote e- voting. The communication of the assent or dissent of the members would only take place through the e-voting system. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to follow the procedure and read the instructions as stated in the Notes of the Postal Ballot to cast their vote electronically not later than 05:00 P.M. (IST), **Saturday, April 26, 2025**, i.e., the last day to cast vote electronically, to be eligible for being considered.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors has appointed **Mr. D S Rao (ACS 12394; CP NO: 14487)** Practicing Company Secretary, Hyderabad as the 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 decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of **Bigshare Services Pvt Ltd (‘Bigshare’)** as the agency to provide an e-voting facility. After the completion of scrutiny, the Scrutinizer will submit his report to the Chairperson of the Company, or any other person authorized by him. The results of e-voting will be announced on or before **Tuesday, April 29 , 2025**, and will be displayed on the Company’s website, www.kapstonservices.com and on the website of e-Voting agency i.e Bigshare Services Private Limited at <https://ivote.bigshareonline.com> and the same will be communicated to the Stock Exchange i.e National Stock Exchange of India Limited (NSE).

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of members be means of Postal Ballot i.e Saturday, April 26, 2025.

SPECIAL BUSINESS

1. TO CONSIDER AND APPROVE THE RE-APPOINTMENT (SECOND TERM) OF MR. NAGESWARA RAO KORIPALLI (DIN: 08734786) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modifications the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment (s) thereof for the time being in force) and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, the consent of the members be and are hereby accorded for re-appointment of Mr. Nageswara Rao Koripalli (DIN: 08734786), who is eligible for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Regulations, as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) years from April 29, 2025 to April 28, 2030.

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

**By the Order of the Board of Directors
for Kapston Services Limited**

**Place: Hyderabad
Date: March 20, 2025**

sd/-

**Srikanth Kodali
Managing Director
DIN: 02464623**

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, read with section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder, concerning the Special Business in respect of items set out above is annexed hereto and forms part of this notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administrations) Rules, 2014, the business set out in the notice above is sought to be passed by Postal Ballot.
3. The Board of Directors has appointed **Mr. D.S. Rao, Practicing Company Secretary (C.P.No.14487)**, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner and they have communicated their 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.
4. The Postal Ballot Notice is being sent only by e-mail to those members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Big share Services Private Limited, Registrar and Share Transfer Agent of the Company ('Bigshare') and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories, i.e. National Securities Depository Limited('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, March 21, 2025 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and, General Circular Nos. 09/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, General Circular No. 03/2022 dated May 5, 2022, General circular No 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020, dated December 08, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020, and April 08, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'). In accordance with the aforesaid MCA Circulars, a physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only. A person who is not a Member on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
5. A member cannot exercise his vote by proxy on Postal Ballot. 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.
6. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration)

Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and amendments thereto, the Company is pleased to offer remote e-Voting facility to all the Members of the Company. The Company has appointed Bigshare Services Pvt Ltd to facilitate e-Voting to enable the Members to cast their votes electronically (hereinafter referred to as the 'remote e-Voting'). 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.

7. The portal for remote e voting will remain open for the members for exercising their voting right from **Friday, March 28, 2025 (9.00 A.M IST) till Saturday, April 26, 2025 (5.00 P.M IST)** both days inclusive. Please note the e-voting module will be disable for e-voting by Bigshare after the said date and time. During this period, the members of the Company holding shares as on cut-off date may cast their vote electronically. Once vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.
8. All material documents referred in this Postal Ballot Notice will be open/available for inspection through electronic mode by the Members of the Company during working hours on all working days up to and including the last day for remote e-Voting, i.e., Saturday, April 26, 2025. Any member seeking to inspect the documents can send an e-mail to cs@kapstonservices.com with the subject line "Inspection of Documents."
9. The Notice of Postal Ballot is also placed on the website of the Company, i.e. www.kapstonservices.com, and the website of Bigshare, i.e. <https://ivote.bigshareonline.com> and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed, i.e. National Stock Exchange of India Limited (www.nseindia.com).
- 10. Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-Voting instructions by the Members whose e-mail addresses are not registered with the DPs**

Those persons who are Members of the Company as of the Cut-off date, i.e., **Friday, March 21, 2025**, and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

- (i) For Temporary Registration for Demat shareholders:
The Members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Bigshare by clicking the link on their website www.bigshareonline.com at the "For Investor" tab by choosing the "E-mail/Bank

Detail Registration” heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to Bigshare at investor@bigshareonline.com. On submission of the shareholder’s details, the shareholder will receive an OTP, which needs to be entered in the link for verification.

- (ii) For Permanent Registration for Demat shareholders:
It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address in respect of Demat holdings with the respective DP by following the procedure prescribed by the DP.

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Friday, March 28, 2025 (09.00 a.m IST)** and ends on **Saturday, April 26, 2025 (05:00 p.m. IST)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, March 21, 2025**, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- 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"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote 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. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress,

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

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

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

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

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 https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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

ITEM NO 1

Mr. Nageswara Rao Koripalli (DIN 08734786) was appointed as an Independent Director of the Company for a period of 5 years w.e.f. 29th April, 2020. His current term as an Independent Director will end on 28th April 2025.

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, upon the recommendation of the Nomination and Remuneration Committee, recommended the re-appointment of Mr. Nageswara Rao Koripalli (DIN 08734786), as an Independent Director of the Company, for second term of Five (5) years commencing from April 29, 2025 to April 28, 2030, pursuant to Sections 149, and 152 and all other applicable provisions of the Companies Act, 2013 read with Schedule IV thereto and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015) (Listing Regulations) for the approval of the shareholders of the Company.

As required under the aforesaid provisions, the re-appointment of Independent Director shall be approved by the shareholders of the Company by way of passing a special resolution. Accordingly, the re-appointment of Mr. Nageswara Rao Koripalli (DIN 08734786) is being proposed for the approval of the shareholders by passing a Special Resolution through Postal Ballot.

The Company has received following documents from Mr. Nageswara Rao Koripalli –

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
2. 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
3. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations.

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

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

Further, the Board 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 Mr. Nageswara Rao Koripalli with this experience and expertise will be of immense value addition to the Company.

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

The resolution seeks the approval of the shareholders by way of special resolution for the Reappointment of Mr. Nageswara Rao Koripalli as an Independent Director of the Company for a second term of Five (5) consecutive years commencing from April 29, 2025 to April 28, 2030, not liable to retire by rotation.

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

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

The Board recommends the Special Resolution set out in Item No. 1 for approval of 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:

S.No	Requirement	Disclosure
1.	Name of the Director	Mr. Nageswara Rao Koripalli
2.	DIN	08734786
3.	Designation	Non-Executive Independent Director
4.	Date of Initial Appointment	29 th April, 2020
5.	Date of Birth and age	06-02-1958 (67 years)
6.	Qualification	Retd. IRS He holds a Masters' Degree in Science from Andhra University and holds LLB (Law) degree
7.	Reason For Change	Re-Appointment of Mr. Nageswara Rao Koripalli (DIN: 08734786) as an Independent Director of the Company for a second term of 5 (Five) years from April 29, 2025 to April 28, 2030.
8.	Date of Re-appointment	April 29, 2025
9.	Terms of Appointment	As set forth in the Resolution
10.	Brief Profile of Director	Mr. Nageswara Rao Koripalli (DIN 08734786) is an officer of retired IRS 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.
11.	Expertise in specific functional areas	He is an expert in Tax matters, accountancy, audit and corporate governance.

12.	Disclosure of relationship between Directors	He is not related to any other Director(s) of the Company.
13.	Shareholding	12000 shares
14.	Information as required pursuant to the National Stock Exchange of India Ltd with ref. no. NSE/CML/ 2018/ 24, dated 20th June, 2018	Mr. Nageswara Rao Koripalli is not debarred from holding the office of director by virtue of any SEBI order or any other such authority
15.	Directorships held in other Companies	Nil
16.	Listed entities from which he has resigned as Director in past 3 years	Nil
17.	Memberships/ Chairmanships of Committees of other Companies	Nil

Place: Hyderabad
Date: March 20, 2025

By the Order of the Board of Directors
for Kapston Services Limited

sd/-

Srikanth Kodali
Managing Director
DIN: 02464623