KAPSTON FACILITIES MANAGEMENT LIMITED

N·S·D·C National Skill Development Corporation

22nd September 2018

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

Dear Sir/Madam,

Sub: Notice of the 10th Annual General Meeting (AGM)

Symbol: KAPSTON

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Please find enclosed the Notice of 10th Annual General Meeting of the Company to be held on Friday,28th Day of September,2018 at 11.30 AM at Daspalla Hotel, Road No.37,CBI Colony, Jubilee Hills, Hyderabad, Telangana-500033.

This is for your information and records.

Thanking you,

For Kapston Facilites Management Limited

Amreen Gulnaaz

Amreen Gulnaaz
Company Secretary and Compliance Officer

KAPSTON FACILITIES MANAGEMENT LIMITED Hyderabad

KAPSTON FACILITIES MANAGEMENT LIMITED
An ISO 9001:2008 Company | OHSAS 18001:2007 Certified
CIN. No. L15400TG2009PLC062658
REGISTERED OFFICE: # 287, MIG – 2, IX Phase, KPHB, Hyderabad - 500 072
CORPORATE OFFICE: # 1-98/9/3/23, Plot No. 12E, Jaihind Colony, Madhapur, Hyderabad - 500 081
WEBSITE: www.kapstonfm.com, www.kapstonsecurity.com, www.kapstonskills.com
CONTROL ROOM: + 91 96 4050 4050 (24x7), E-mail: info@kapstonfm.com
TELANGANA | ANDHRA PRADESH | KARNATAKA | TAMIL NADU | KERALA | ODISHA | ASSAM | MAHARASHTRA

NOTICE OF THE 10TH ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the 10th Annual General Meeting (AGM) of the Members of Kapston Facilities Management Limited will be held on Friday the 28th day of September, 2018, at 11.30 A.M. at Daspalla Hotel, Road No.37, CBI Colony, Jubilee Hills, Hyderabad, Telangana 500033, 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, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.

2. To appoint a director in place of Radha Krishna Pinnamaneni (DIN: 03324910), who retires by rotation and being eligible, seek re-appointment.

3. 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 139, 141 and 142 of the Companies Act, 2013, the appointment of **M/S NSVR and Associates LLP,** Chartered Accountants(Firm Registration No.0008801S/S200060), Hyderabad be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this meeting till the conclusion of 14th Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the respective financial year."

Special Business:

4. **Appointment and Re-designation of Dr Chereddi Ramachandra Naidu as an Executive Chairman**

   To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

   "**Resolved that** Dr. Chereddi Ramachandra Naidu (DIN 02096757) who has been appointed as an Independent Director be and is hereby re-designated as a Director under the provisions of Section 152, of the Companies Act,2013(Act), read with the rules made thereunder."

   "**Resolved further that** pursuant to the provisions of section 196,197 and 203 and other applicable provisions, if any, of the Companies Act,2013 (Act), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), consent of the members be and is hereby accorded for appointment of Dr. Chereddi Ramachandra Naidu (DIN 02096757) as an Executive Chairman for a period of three years with effect from 30th August, 2018 and a consolidated Honorary Remuneration of Rs.15 lakhs per annum will be paid to Dr. Chereddi Ramachandra Naidu during his tenure".

   "**Resolved further that** the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

5. **Appointment of Smt Vanitha Nagulvari as an Independent Director**

   To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

   "**Resolved that** pursuant to the provisions of sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Smt. Vanitha Nagulvari (DIN 07271674), who meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent director of the company for a period of five years with effect from 30th August,2018."

   "**Resolved further that** the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

By order of the Board
For **Kapston Facilities Management Limited**

Place: **Hyderabad**
Date : **30.08.2018**

Amreen Gulnaaz
Company Secretary
M. No. 47889

Notes:

1. A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on poll instead of himself/herself 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. Corporate shareholders intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company's Corporate Office a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

3. 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.

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

5. 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 Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2018 to 28th September, 2018 (both days inclusive) and cutoff date for dispatch of Annual Reports to shareholders either in physical or in Demat mode is 31st August, 2018.

7. The annual report for the financial year 2017-18 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on Company's website www.kapstonfm.com. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2017-18, free of cost, upon sending a request to the Compliance Officer/Company Secretary at the Corporate office of the Company # 1-98/9/3/23, Plot No 12 E, Jahind Colony, Madhapur, Hyderabad-500081.

8. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), 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 or to the Company's Registrar and Transfer Agent, Big Share Services Private Limited, if the shares are held by them in physical form.

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. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Transfer Agent, Big Share Services Private Limited.

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 Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 10th AGM of the Company.

14. Shareholders holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members may contact the Registrar and Transfer Agent of the company for assistance in this regard.

15. 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.

16. 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**

Place: **Hyderabad**
Date : **30.08.2018**

Amreen Gulnaaz

Amreen Gulnaaz
Company Secretary
M. No. 47889

Electronic Voting

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI(LODR) Regulations, 2015, the Company is pleased to provide e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 10th Annual General Meeting (AGM) to be held on Friday, 28th September 2018 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 21st September, 2018 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Tuesday, 25th day of September, 2018 at 9.00 A.M and will end on Thursday, 27th day of September, 2018 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, 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 Shri. D S Rao, Practicing Company Secretaries from P.S. Rao and Associates, 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.

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,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv) Next enter the Image Verification as displayed and Click on Login.

v) If you are holding shares in demat 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:

For Members holding shares in Demat Form and Physical

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

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

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form 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) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.

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

(xi) 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.

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

(xiii) 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.

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

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

(xvi) If demat account holder has forgotten the login password then enter the User ID, click on Forgot Password & enter the details as prompted by the system.

(xvii) 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.

(xviii) 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

(xix) 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.

A. In c ase of members receiving the physical copy of notice of 10th Annual General Meeting by courier (for members whose e-mail id's are not registered with the Company/ Depositories)

B Please follow all the steps from S.No. (i) to S.No (xvii) to caste vote.

Explanatory Statement pursuant to Section 102 of the Companies Act,2013

1. Item No.4: Appointment and Re-designation of Dr Chereddi Ramachandra Naidu as an Executive Chairman

Dr Chereddi Ramachandra Naidu has been appointed as an Independent Director on 22nd February,2018. The Board of

Directors with a view to utilise his vast experience and expertise, re-designated him as an Executive Chairman.

The Board considers that his services would be useful to the company and it is inevitable to avail his services as an Executive Chairman to strengthen the relations of the Company with the high-end customers in the long run.

The Board decided to pay a consolidated Honorary Remuneration of Rs.15 lakhs per annum during his tenure. The board commend your approval for the said appointment under section 152 and 196 of the Companies Act,2013.

Except the Director being appointed/re-designated in the said resolutions, none of the Director or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in above said resolution.

Brief profile of the Director being appointed or re-designated is annexed to this notice.

2. Item No.5: Appointment of Smt Vanitha Nagulvari as an Independent Director

The Board of Directors in their meeting held on 30th August,2018 considered appointment of Smt Vanitha Nagulvari as an Independent Director of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Smt Vanitha Nagulvari is proposed to be appointed as an Independent Director for 5 consecutive years upto 30th August 2023. In the opinion of the Board, Smt Vanitha Nagulvari fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company.

Copy of the draft letter for appointment of Smt Vanitha Nagulvari as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Smt Vanitha Nagulvari as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Smt Vanitha Nagulvari as an Independent Director, for the approval by the shareholders of the Company.

Except the Director being appointed, none of the Director or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in above said resolution.

Brief profile of the Director being appointed is annexed to this notice.

Annexure to the Notice

Brief Profile of the Director seeking appointment / re-appointment at the Annual General Meeting scheduled to be held on 28.09.2018.

Item No.2, Item No.4 and Item No.5

A	Name	Shri Radha Krishna Pinnamaneni	Dr. Chereddi Ramachandra Naidu	Smt. Vanitha Nagulavari
B	Brief Resume i) Age	57 Years	68 Years	30 Years
	ii) Qualification	Commerce Graduate	Retd. IPS Officer MA in Sociology and PHD in Commerce & Management.	Commerce graduate and an Associate member of the Institute of Company Secretaries of India
	iii) Experience in specific functional area	25 years' experience in founding and building unique enterprises and business.	He joined the Police Service as a Deputy Superintendent of Police in the year 1977 and retired in the year 2007 as Inspector General of Police.	She has an experience of over 8 years in the areas of legal, secretarial, capital markets and other corporate affairs.
	iv) Date of appointment on the Board of the Company (Kapston Facilities Management Limited)	27.11.2010	22.02.2018	30.08.2018
C	Nature of expertise in specific functional Areas	Expert in working out a Business plans from the expansion of organization	His expertise spans human resource management, Industrial relations, strategy and project management.	Expert in handling legal, secretarial, capital markets and other corporate affairs issues.
D	Names of other companies in which he is acting as Director	NIL.	1. Heritage Livelihoods Services Provider. 2. Cap Workforce Development Institute Private Limited.	1. Sai Silks (Kalamandir)Limited. 2. Medipure Life Sciences India Private Limited
E	Name(s) of companies in which committee Membership(s) held	NIL	NIL	NIL
F	No. of shares of Rs.10/- each held by the Director	3,56,755 Equity Shares	1,74,000 Equity Shares	14,400 Equity Shares
G	Relationship with other director	No relation with other Directors	No relation with other Directors	No relation with other Directors