



September 5, 2024

To
The Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai- 400051.

SYMBOL: KAPSTON

Dear Sir/Madam,

Sub: Notice of 16th Annual General Meeting (AGM) of the Company

Please find enclosed notice for the 16th AGM to be held on Friday, September 27, 2024, at 04.00 p.m. at Corporate office of the Company.

The notice of the 16th AGM and Annual Report for FY 2023-24 is also made available on Company's website at

https://kapstonservices.com/wp-content/uploads/2024/09/Kapston_Annual%20Report%202023-24.pdf

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Kapston Services Limited

Triveni Banda

Company Secretary & Compliance Officer

KAPSTON SERVICES LIMITED

REGISTERED OFFICE: # 287, MIG – 2, IX Phase, KPHB, Hyderabad, Telangana - 500 072, **Ph:** 98487 78241

CORPORATE OFFICE: Plot # 75, Kavuri Hills, Madhapur, Hyderabad, Telangana - 500034, **Ph:** 98487 78243

Control Room: +91 96 4050 4050 (24X7) **Email:** info@kapstonservices.com **Website:** www.kapstonservices.com

CIN. No. L15400TG2009PLC062658

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH (16TH) ANNUAL GENERAL MEETING (AGM) OF THE SHAREHOLDERS OF KAPSTON SERVICES LIMITED “COMPANY” WILL BE HELD ON FRIDAY, THE 27TH DAY OF SEPTEMBER, 2024 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 March 31, 2024 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 Statements of the Company for the financial year ended 31st March, 2024 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 Mr. Srikanth Kodali (DIN: 02464623), 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, Mr. Srikanth Kodali (DIN: 02464623), 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 Dr. Cherreddi Ramachandra Naidu (DIN: 02096757) as an Executive Chairman 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 Section 196, 197 and 203 of the Companies Act (“Act”), 2013 and all other applicable provisions, if any of the said Act and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 17 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 based on the recommendation of Nomination and Remuneration Committee and approval of the board of directors, the consent of members be and is hereby accorded for the re-appointment of Dr. Cherreddi Ramachandra Naidu (DIN: 02096757), as an Executive Chairman of the Company, who has attained the age of 75 years, for a further period of 3 years w.e.f 29th August, 2024 and a consolidated honorary remuneration up to Rs. 15 Lakhs per annum shall be paid during his tenure.

“**FURTHER RESOLVED THAT** any of the Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for such appointment.”

4. **Revision in overall borrowing Limits 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 in supersession of the special resolution passed by the members on 11 January 2020 in this regard through Extra Ordinary General Meeting and pursuant to the provisions of Section 180(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment or re-enactment thereof for the time being in force) and subject to the necessary approvals, consents, permissions and sanctions, if any, required from any respective authorities, the consent of the members of the Company be and is hereby accorded to borrow, enhance or avail loan facility for the general, working capital and such other corporate purposes, from time to time as the board may think fit, any sum or sums of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of moneys so borrowed shall not, at any time exceed the limit of Rs.300 Crores (Rupees Three Hundred Crores).”

“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) 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.”

5. Creation of Charge / Mortgage on the assets 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 in supersession of the special resolution passed by the members on 11th January 2020 in this regard through Extra Ordinary General Meeting and pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to create such charges, mortgages and hypothecations in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company, on its movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favor of Banks, Financial Institutions and any Lending Agencies or bodies / Security Trustees / Agents, for the purpose of securing any borrowing, loans and / or advances already obtained or that may be obtained, together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Lenders, up to a sum of Rs. 300 Crores (Rupees Three Hundred Crores only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted / to be constituted by the Board and / or any Member of such Committee with power to the said Committee to sub-delegate its powers to any of its Members for the purpose of giving effect to the aforesaid Resolution.”

For Kapston Services Limited

Sd/-
Triveni Banda
Company Secretary
M.No. A68042

Date: August 10, 2024
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. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy of any other member.
2. In terms of the provisions of section 152 of the Companies Act, 2013, **Mr. Srikanth Kodali (DIN: 02464623)**, Managing 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 **Mr. Srikanth Kodali (DIN: 02464623)**, Managing 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 2023-24 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository participant / 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.
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. 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 respectively and the AGM Notice is also available on the website of Bigshare(i-vote) (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.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. The 16th Annual General Meeting (AGM) of the Company to be held on **Friday, the 27th Day of September, 2024** at the Corporate office of the Company and Members whose names are recorded in the Register of Members maintained by the Depositories as on the **Cut-off date i.e. Friday, September 20, 2024**, shall be entitled to avail the facility of remote e-voting as well as voting on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
14. 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.
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. 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 and on the website of Stock Exchange (NSE)
17. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.
18. Route map to the venue of the AGM is published in the Annual Report.

Date :August 10, 2024

Place : Hyderabad

Registered Office

Kapston Services Limited

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

Kukatpally, Hyderabad- 500072.

CIN : L15400TG2009PLC062658

Email: cs@kapstonservices.com

Website:www.kapstonservices.com

Contact : +91 96 4050 4050

By order of the Board
For Kapston Services Limited

Sd/-
Triveni Banda
Company Secretary

M.No. A68042

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 16th Annual General Meeting (AGM) to be held on **Friday, the 27th Day of September, 2024**. 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 20, 2024 are entitled to vote on the resolutions set forth in this Notice.

The e-voting period begins on **September 24, 2024 at 09:00 A.M. and ends on September 26, 2024 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, Practising Company Secretary**, Hyderabad, (COP: 14487) 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.

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

Type of share holders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<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/myeasi/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/myeasi/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, 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>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

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

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.

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 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 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 userid.

- 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 **IAM 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 **IAM 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 “**INFAVOUR**”, “**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.

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 Bigsharei-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.

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	Mr. Kodali Srikanth
	Directors Identification Number	02464623
B	Brief Resume	
	i) Age	48 Years
	ii) Qualification	Bachelor of Commerce
	iii) Experience (including expertise in specific functional area/Brief Resume)	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 fields
	iv) Date of initial appointment on the Board of the Company	Since Incorporation i.e., since 31st January, 2009
C	Names of other companies in which he is acting as Director	Nil
D	Name(s) of other companies in which committee Membership(s)/Chairperson held as on date	Nil
E	Shareholding in the Company	1,44,07,386 Equity Shares
F	Relationships between other Directors Inter-se	Spouse of Ms. Kanti Kiran Doddapaneni, Non-Executive Director

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

Item No: 3

Re-appointment of Dr. Chereddi Ramachandra Naidu (DIN: 02096757) as Executive Chairman of the company

The current tenure of Dr. Chereddi Ramachandra Naidu as an Executive Chairman of the Company is about to expire on 28th August, 2024. Pursuant to the recommendation of the Nomination and Remuneration Committee, the said reappointment was approved by the Board on August 10, 2024 to hold the said office for a further period of 3 years w.e.f. 29th August, 2024, on a remuneration and other terms as detailed in the resolution. This appointment needs further approval of the shareholders under section 196 of the Companies Act, 2013. Dr. Chereddi Ramachandra Naidu has been associated with the company for about 6 years. His business acumen and qualities of leadership have contributed in an immense measure to the growth and stability of the company

Justification:

Dr. Chereddi Ramachandra Naidu has been associated with the company for about six years. His business acumen and qualities of leadership have contributed in an immense measure to the growth and stability of the company. At 75 years, he brings great energy and enthusiasm to the table. A well-read man, filled with wisdom and compassion, Dr. Naidu is an ideal leader and mentor for a service-oriented yet ambitious entity like Kapston Services Limited, for he understands the pulse of the business and has the resolve to swim against the current, making him the right choice to be at the helm as Chairman.

During his police service, he worked in various branches of policing i.e. Law and Order, intelligence, training, security, criminal investigation etc, after retirement, he has been associated with various private organisations, where he has gained lot of knowledge and experience in human resource management, industrial relations, strategy, planning, project management etc.

Throughout his four decades of service in uniform, Dr. Naidu amassed an extensive range of expertise, notably in HR management, industrial relations, strategy, and project management. He's a published author, with his book titled 'Preventive Powers of Police' being published by the AP Police Academy. His guidance and insights continue to inspire and drive our organization forward.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had in their meeting held on Saturday, August 10, 2024, recommended the re-appointment of Dr. Chereddi Ramachandra Naidu, as an Executive Chairman of the Company

The Board recommends the Special Resolution set out in Item No. 3 for approval by the shareholders.

None of the directors or Key Managerial Personnel or their relatives is concerned or interested either financially or otherwise except the appointee.

Annexure to item No. 3 and the explanatory statement pursuant to Regulation 36 of the SEBI LODR Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, information about the directors who is seeking re-appointment/appointment

A	Name	Dr. Chereddi Ramachandra Naidu
	Directors Identification Number	02096757
B	Brief Resume	
	i) Age (Date of Birth)	75 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	Nature of expertise in specific functional Areas	His expertise spans human resource management, Industrial relations, strategy and project management.
D	Names of other companies in which he is acting as Director	NIL
E	Name(s) of companies in which committee Membership(s)/Chairperson held as on date	NIL
F	Shareholding in the Company	12,82,400 Equity Shares
G	Relationships between other Directors Inter-se	No relationship with other directors.

ITEM NO: 4 & 5

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company should obtain approval of the Shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid up share capital, free reserves and securities premium account of the Company. Accordingly, the approval of shareholders was obtained at the Annual General Meeting held on 11th January, 2020. To meet the increased requirements of funds in future, which may arise on account of long term working capital requirement, capital expenditure or the expansion plan / program of the Company, the Company may require to raise further loans / borrowings from financial institutions, banks and others. Accordingly, it is proposed to increase the present limit of borrowings from Rs.200 Crores to Rs.300 Crores. Further, to secure the said borrowings, which the Company may borrow from time to time, the Company may be required to create mortgages / charges / hypothecation in favour of the Lenders / Financial Institutions / Bodies Corporate / others, on all or any of its movable and immovable properties. In order to create aforesaid mortgages / charges / hypothecation, the consent of the Shareholders by means of Special Resolution is required under section 180(1)(a) of Companies Act, 2013. Accordingly, the Resolution Nos. 4 & 5 are proposed to obtain necessary consent of the members of the Company in term of the provision of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013. In view of the above, the Board of Directors recommends passing the resolutions as set out in item nos. 4 and 5 of this Notice as Special Resolutions.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in the aforesaid resolutions.