KAPSTON®
FACILITIES MANAGEMENT LIMITED

N·S·D·C
National
Skill Development
Corporation

February 26, 2020

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

Dear Sir/Madam,

Sub: Postal Ballot Notice

This is to inform that the Company has issued Postal Ballot Notice to the Shareholders for passing the following resolution:

1. Migration of company's equity shares from "NSE EMERGE SME platform of National Stock Exchange of India Limited" to "Main Board of National Stock Exchange of India Limited".

2. Re-classification of status of Mr. Radha Krishna Pinnamaneni forming part of "Promoter & Promoter Group Category" to "Public Category".

Company has dispatched the notice to all the shareholders on February 26,2020 -a) through electronic mail to the members whose email IDs are registered and b) through physical mode, along with a self-addressed postage pre-paid envelope to the Members whose email IDs are not registered.

The e-voting will commence on and from 09.00 a.m (IST) on Thursday, February 27,2020 and end at 5.00 p.m (IST) on Friday, March 27,2020. Please refer the Postal Ballot Notice for detail information on E-voting and for voting using Postal Ballot Form.

This is for your information and records.

Thanking you,

For Kapston Facilities Management Limited

Amreen Gulnaaz
Company Secretary

KAPSTON FACILITIES MANAGEMENT LIMITED Hyderabad

Corporate Identity Number : L15400TG2009PLC062658

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

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

Website : www.kapstonfm.com / Email: cs@kapstonfm.com

Contact Details: +91 96 4050 4050

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification (s) or re-enactment (s) thereof for the time being in force and Regulation 277 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable statutory requirements and rules, to transact the Special Business as specified herein by the Members of Kapston Facilities Management Limited by passing the resolutions (as specified in notice) through Postal Ballot.

The Members' consideration and approval is sought for the Resolutions specified hereto. The Statement to be annexed to notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolutions is also appended herewith and is being sent to the members along with a Postal Ballot Form for consideration. Mr. D.S. Rao, Practicing Company Secretary has been appointed by the Board of Directors of your Company as the Scrutinizer for Postal Ballot and E-voting process. Members are requested to carefully read the instructions provided in this Postal Ballot notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Friday, March 27, 2020, the last date for e-voting or receipt of the completed Postal Ballot forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

We are pleased to offer e-voting facility in terms of Section108 of the Companies Act,2013 and the relevant Rules as well as in compliance with provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the Regulations"), as an alternate for our members, which would enable them to cast votes electronically, instead of physical postal ballot form. E-voting is optional.

The Company has engaged Central Depository Services (India) Limited for providing e-voting facility through its e-voting platform ***www.evotingindia.com*** to the members. Members desiring to opt for e-voting are requested to read and follow the instructions on e-voting enumerated in the notes to this notice.

The voting through Postal Ballot/e-voting will commence on Thursday, February 27, 2020 at 9.00 a.m. (IST) and end at 5:00 p.m. (IST) on Friday, March 27, 2020.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots and e-voting in a fair and transparent manner and the result of the postal ballot and e-voting will be announced on Saturday, March 28, 2020, at the Corporate Office of the Company. The result of the postal ballot will be posted on the Company's website: ***www.kapstonfm.com*** besides being communicated to the National Stock Exchange of India Limited (NSE Emerge).

PROPOSED SPECIAL BUSINESS/ RESOLUTIONS

1. MIGRATION OF COMPANY'S EQUITY SHARES FROM NSE EMERGE SME PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED

To consider and if thought fit, to pass the following resolution as a ***Special Resolution***

"RESOLVED THAT pursuant to the Regulation 277 and other applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations), read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions of the Companies Act, 2013, and the rules framed there under, the consent of the Members of the Company be and is hereby accorded for migration of the Company's equity shares from "NSE EMERGE SME platform of National Stock Exchange of India Limited" to "Main Board of National Stock Exchange of India Limited" as and when the Company is eligible for the same."

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

2. RE-CLASSIFICATION OF STATUS OF MR. RADHA KRISHNA PINNAMANENI FORMING PART OF "PROMOTER & PROMOTER GROUP CATEGORY" TO "PUBLIC CATEGORY"

To consider and if thought fit, to pass the following resolution as an ***Ordinary Resolution***

"RESOLVED THAT pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and any other applicable provisions and subject to necessary approval, the consent of the Members of the Company be and is hereby accorded to reclassify the status of Mr. Radha Krishna Pinnamaneni forming part of the "Promoter & Promoter Group Category" to "Public Category".

"RESOLVED FURTHER THAT on approval of the Stock Exchange for the said re-classification, the company shall effect such re-classification in the Shareholding pattern file with Stock Exchange in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015."

"RESOLVED FURTHER THAT Mr. Srikanth Kodali, Managing Director or any other director or the Company Secretary or such other person as authorized by the Board, be and is hereby jointly or severally authorized to submit the application for re-classification to the Stock Exchange, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board of Directors."

By order of the Board
For Kapston Facilities Management Limited

Amreen Gulnaaz
Company Secretary
M.No ACS 47889

Date: February 25,2020
Place: Hyderabad

Registered Office:
Kapston Facilities Management Limited
Plot No.287,MIG-2, IX Phase KPHB,
Kukatpally, Hyderabad- 500072.
CIN : L15400TG2009PLC062658
Email: cs@kapstonfm.com
Website: www.kapstonfm.com
Contact Details: +91 96 40 50 4050

EXPLANATORY STATEMENT AS PER SECTION 102(1) AND SECTION 110 OF THE COMPANIES ACT,2013.

Item No.1: Migration of Company's Equity Shares from NSE EMERGE SME platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited.

Kapston Facilities Management Limited got listed on NSE EMERGE SME platform of National Stock Exchange of India Limited w.e.f April 04,2018. The Board of Directors at their meeting held on February 25,2020 considered and approved migration of Company from "NSE Emerge SME platform of National Stock Exchange of India Limited" to "Main Board of National Stock Exchange of India Limited" subject to the approval of Shareholders and other Regulatory authority and in compliance with the procedure prescribed by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations,2018).

The Board of Directors of the Company is of the view that the said migration will make the Company more investor focused with enhanced recognition and that will also encourage retail investors participation.

As per Regulation 277 of SEBI (ICDR) Regulations, 2018 an issuer, whose specified securities are listed on a SME Exchange platform and whose post-issue capital is more than ten crore rupees and upto twenty five crore rupees, may migrate its specified securities to the main board of the stock exchanges if it is approved by shareholders by passing special resolution. The said special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal, in compliance with the above mention regulation the Board of Directors recommends the said resolutions to the shareholders for consideration and approval as a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the above said resolution. However, as per Regulation 277 of SEBI(ICDR) Regulations,2018 promoter shareholders are not entitle to vote on the above said resolution.

Item No.2: Re-Classification of Status of Mr. Radha Krishna Pinnamaneni Forming Part of "Promoter & Promoter Group Category" to "Public Category".

The Board of Directors at their meeting held on December 14,2019 approved the request received from Mr. Radha Krishna Pinnamaneni for re-classifying his name from "Promoter & Promoter Group Category" to "Public Category" and the same was intimated to the Stock Exchange immediately after Board Meeting (dated December 14,2019).

As per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 approval of the Shareholder is required for re-classifying a person from "Promoter & Promoter Group Category" to "Public Category". Mr. Radha Krishna Pinnamaneni has transferred his entire equity shares to Mr. Srikanth Kodali and his shareholding is "NIL" as on February 25,2020, the Board of Directors recommends the above said resolutions to the Shareholders for approval.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the above said resolution.

Notes:

1. The notice is being sent by Registered Post/Courier (or electronically, by email, to those shareholders who have registered their email addresses with the Company) to all Shareholders, whose names appear in the Company's Register of Members as at the close of business hours on February 21,2020.

2. Documents pertaining to the resolution are open for inspection at the Corporate Office of the Company between 10.00 a.m (IST) and 5.00 p.m (IST) on any working day till the last date of voting i.e March 27,2020.

3. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.

4. In case of e-voting, voting will commence on and from 09.00 a.m (IST) on February 27,2020 and end at 5.00 p.m. (IST) on March 27,2020.

INSTRUCTIONS FOR VOTING

Voting in Physical Form:

1. A shareholder desiring to exercise vote by Postal Ballot may complete the postal ballot form (no other form or photocopy thereof is permitted) and send it to the scrutineer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, the envelope containing the postal ballot form, if sent by courier or any other mode at the expense of the shareholder, will also be accepted.

2. Duly completed postal ballot forms should reach not later than 5.00 p.m (IST) on March 27,2020. All postal ballot forms received thereafter will be treated as if the reply from the shareholder has not been received.

3. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (√) in the appropriate column.

4. This form is to be completed and signed by the shareholder (as per signature registered with the Company).In case of joint holding, this form should be completed and signed by the first-named shareholder and in his/her absence, by the next named shareholder. There will be only one postal ballot form for each folio irrespective of the number of joint holders(s).

5. In case the form is signed by the Power of Attorney holder for and on behalf of the shareholder, it must be accompanied by the Power of Attorney. In case of shares held by companies, trusts, societies and bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the Board/Governing Body Resolution.

6. Unsigned postal ballot forms will be summarily rejected.

7. A shareholder need not use all his votes, nor he need to cast all his votes in the same manner.

8. Shareholders are requested not to send any other paper along with the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutineer and any extraneous paper found in such envelope would be destroyed by the Scrutineer.

9. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholder for sending any other correspondence to the Company.

10. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutineer not later than the date specified at instruction No.2 above.

Voting in Electronic Form

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations,2015, the Company is pleased to provide e-voting facility to the shareholders to cast their vote on all resolutions set forth in the postal ballot notice dated February 25,2020. 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 February 21,2020 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Thursday, February 27,2020 at 9.00 a.m. (IST) and will end on Friday, March 27,2020 at 5.00 p.m. (IST) 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 CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above.

The Board of Directors at their meeting held on February 25, 2020, appointed Mr. D.S. Rao, Practising Company Secretary (Membership Number 12394), Hyderabad as the Scrutinizer for conducting the postal ballot process including e-voting process in fair and transparent manner.

Procedure for E-Voting

Instructions for members for voting electronically are as under:

A. In case of members receiving e-mail (for members whose e-mail addresses are registered with the Company/Registrars)

i) The shareholders should log on to the e-voting website ***www.evotingindia.com***.

ii) Click on Shareholders.

iii) Now Enter your User ID

   a. For CDSL : 16 digits beneficiary ID,

   b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,

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

v) Shareholders holding shares in dematerialized form and had logged on to ***www.evotingindia.com*** and voted on an earlier voting of any company, then your existing password is to be used.

vi) If you are a first-time user follow the steps given below:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN field.
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 will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) Click on the EVSN for the relevant "Kapston Facilities Management Limited" on which you choose to vote.

(x) On the voting page, you will see "Resolution Description" and against the same the option "Yes/No" for voting. Select the option Yes or No as desired. The option Yes implies that you assent to the resolution and option No implies that you dissent to the resolution.

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

(xii) After selecting the resolution, you have decided to vote on, click on "Submit". A confirmation box will be displayed. If you wish to confirm your vote, click on "Ok", else to change your vote, click on "Cancel" and accordingly modify your vote.

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

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

(xv) If demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Members can also cast their vote using CDSL's mobile app "m-Voting" available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to ***www.evotingindia.com*** and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to ***helpdesk.evoting@cdslindia.com***.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to ***helpdesk.evoting@cdslindia.com*** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at ***www.evotingindia.com***, under help section or write an email to ***helpdesk.evoting@cdslindia.com***.

B. In case of members receiving the physical copy of postal ballot notice by courier (for members whose e-mail ids are not registered with the Company/Depositories)

- Please follow all the steps from S.No. (i) to S.No (xvi) to caste vote.

Corporate Identity Number : L15400TG2009PLC062658

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

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

Website : www.kapstonfm.com / Email: cs@kapstonfm.com

Contact Details: +91 96 4050 4050

POSTAL BALLOT FORM

Postal Ballot No.

1) Name(s) of Shareholder(s) (including joint holders, if any) :

2) Registered Address of the sole/first named Shareholder :

3) Registered Folio No.*/DP ID/ Client ID No.: (*Applicable to investors holding shares in physical form) :

4) No. of Shares held :

5) I/we hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the notice by sending my/our assent or dissent to the said resolutions by placing the tick mark (√) at the appropriate box below :

S.No	Description	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Migration of company's equity shares from NSE EMERGE SME platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited.			
2.	Re-classification of status of Mr. Radha Krishna Pinnamaneni forming part of "Promoter & Promoter Group Category" to "Public Category".			

Place :
Date :

Signature of the Shareholder

Note : Please read the Postal Ballot Notice for Explanatory Statement and instructions on voting before filling the form.

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD