



ISO 9001 : 2008
ISO 14001 : 2004
OHSAS 18001 : 2007

Hospitality & Facility Management Services

CIN : L74930MH2006PLC159290

OUR SERVICES :

- + Housekeeping Mgmt.
- + Guest House Mgmt.
- + Property Mgmt.
- + Pest Control Mgmt.
- + Front Office Mgmt.
- + Gardening Mgmt.
- + Building Maintenance Mgmt.
- + Catering / Pantry Mgmt.

"YOUR IMAGE IS OUR BUSINESS"

Date: October 30, 2021

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400051, Maharashtra, India.

Company Symbol: KHFM (Series: SM)

Subject: Notice of 15th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the 15th Annual General Meeting (AGM) of the company is scheduled to be held on Monday, October 22, 2021 at 04:00 P.M. (IST) at Hotel Host Inn International, Opp. Marol Fire Brigade, Marol Naka, Andheri Kurla Road, Andheri (E), Mumbai – 400059.

The Annual Report containing the Notice of 15th AGM of the Company is available on the website of the Company at i.e. www.khfm.in.

Kindly take the above information on your record.

Thanking You,

For and Behalf of

KHFM HOSPITALITY AND FACILITY MANAGEMENT SERVICES LIMITED

Rahul Pathak

Company Secretary & Compliance Officer



Place: Mumbai

KHFM Hospitality & Facility Management Services Ltd.

REGD. OFFICE : 01, "NIRMA PLAZA, MAKHWANA ROAD, MAROL NAKA, ANDHERI (E), MUMBAI - 400 059.

MOBILE : +91 9987870000, +91 9987574333 HELLO : +91 -22-28511234, +91-22-28514141

Tele Fax : +91-22-2859 1483 Email : sales@khfm.in Website : www.khfm.in

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Members of KHFM Hospitality and Facility Management Services Limited will be held on Monday, 22nd November, 2021 at 04:00 P.M. at Hotel Host Inn International, Opp. Marol Fire Brigade, Marol Naka, Andheri Kurla Road, Andheri (E), Mumbai-400059 Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the reports of the Board of Directors' and the Auditors' thereon and the Audited consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021.
2. To appoint a Director in place of Mr. Ravindra Malinga Hegde (DIN: 01821002), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS

3. To appoint Ms. Riddhi Ravindra Hegde as Director of the Company.

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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Ms. Riddhi Ravindra Hegde (DIN: 09093643), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24/03/2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

4. To appoint Mr. Girish Gobindram Ramnani as an independent director of the company.

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

RESOLVED THAT Mr. Girish Gobindram Ramnani (DIN: 09362318), who was appointed as an additional Non-executive independent director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration

committee, and that of the Board, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period up to **05** Years.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

5. To appoint Mr. Bharat Vithaldas Kanani as an independent director of the company.

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

RESOLVED THAT Mr. Bharat Vithaldas Kanani (DIN: 00019834), who was appointed as an additional Non-executive independent director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period up to **05** Years.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. To approve the issue of Bonus issue

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, and in accordance with the provisions contained in the Memorandum of Association and Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company, and subject to other approvals, consents, permissions, conditions and sanctions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves of the Company at 31st March, 2021, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of

Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board (“Record date”), in the proportion of 1 (One) equity shares for every 30 (Thirty) existing equity share held by the Members and any fraction of an Equity shares arising out of bonus issue will be rounded off to the nearest 1.

RESOLVED FURTHER THAT the new equity shares of Rs. 10/- (Rupees Ten only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company, SEBI (ICDR) Regulations, 2018 and shall rank pari-passu with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares.

RESOLVED FURTHER THAT New Equity Shares will be credited in the electronic form to the demat accounts of the shareholders who hold existing Equity Shares in dematerialized form, within the period prescribed.

RESOLVED FURTHER THAT the Board and Company Secretary be and is hereby authorized Severally to take necessary steps for listing of the Bonus Shares on the Stock Exchange where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations.

RESOLVED FURTHER THAT the Board and Company Secretary be and is hereby authorized Severally to do all such acts, deeds, matters and things and give such directions as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the Bonus Equity Shares and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KHFM HOSPITALITY AND FACILITY
MANAGEMENT SERVICES LIMITED**

**Sd/-
RAVINDRA MALINGA HEGDE
MANAGING DIRECTOR
DIN: 01821002**

**DATE: OCTOBER 29, 2021
PLACE: MUMBAI**

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 5 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total Share Capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
3. The proxies in order to be effective must be received at the registered office of the company, not less than forty eight hours before the commencement of the meeting.
4. Members/Proxies/Authorized Representatives should bring the Attendance Slip duly filled in and signed for attending the Meeting and also their copy of the Annual General Meeting notice. Members who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
5. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated, are provided.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 16th November, 2021 to 22nd November, 2021 (both days inclusive) in the terms of the provisions of the Companies Act, 2013 and the Listing Agreement for the purpose of the Annual General Meeting.
9. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 15th November, 2021. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, 15th November, 2021 only shall be entitled to avail the facility of remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.

10. The Annual General Meeting notice will also be available on the website of the Company www.khfm.in under the investor section.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary of the Company at least seven days in advance of the meeting so that the information required may be made readily available at the meeting.
12. Notice of the Meeting is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting is being sent in the permitted mode.
13. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
14. The change in the residential status on return to India for permanent settlement.
15. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
16. The Securities and Exchange Board of India (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.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 31(1)(b) of the SEBI (LODR) Regulation, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, Resolution(s) passed by Members through e-voting is deemed to have been passed as if they have been passed at the AGM.
18. Instructions for attending the AGM and e-voting are as follows:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, November 19, 2021 at 09:00 A.M. and ends on Sunday, November 21, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. November 15, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being November 15, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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 in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile

	<p>& Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 or 022-23058542-43</p>

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mishragamiassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sagar S Gudhate at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@khfm.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@khfm.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 3:

Ms Riddhi Ravindra Hegde, DIN: 09093643, was appointed by the Board of Directors of the Company at its meeting held on 24/03/2021, as Additional Non-Executive Director of the Company effective from 24/03/2021 in terms of Section 161 of the Companies Act, 2013. She will vacate office at this Annual General Meeting.

The Board at its meeting held on 29/10/2021, recommended for the approval of the Members, the appointment of Ms Riddhi Ravindra Hegde, as Non-Executive Director of the Company as set out in the Resolution. Further notice under Section 160 of the Act has been received from Members proposing his/her appointment as a Director of the Company. Requisite consent, pursuant to Section 152 of the Act, has been filed by him/her to act as Director, if appointed.

Mr. Ravindra Malinga Hegde, Mrs. Sujata Ravindra Hegde & Mr. Saurav Ravindra Hegde are interested in the Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this resolution for your approval.

ITEM NO. 4 AND 5:

The Board of Directors of the Company at its meeting held on 29/10/2021, recommended for the approval of the Members, the appointment of Mr. Girish Gobindram Ramnani (DIN: 09362318), as an Independent Director, and Mr. Bharat Vithaldas Kanani (DIN: 00019834) of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

In order to draw upon their rich experience, the Board appointed Mr. Girish Gobindram Ramnani and Mr. Bharat Vithaldas Kanani as Additional Non-Executive Director of the Company effective 29/10/2021, and will vacate office at this Annual General Meeting.

Your Board considers that Mr. Girish Gobindram Ramnani and Mr. Bharat Vithaldas Kanani's association with the Company as an Independent Director would benefit the Company. Declaration has been received that the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 is met by him/her. Your Board is also of the opinion that Mr. Girish Gobindram Ramnani and Mr. Bharat Vithaldas Kanani fulfils the conditions specified in the Act and the Rules thereunder for his appointment as Independent Director and that he is independent of the management of the Company. In addition to sitting fees for attending meetings of the Board and Committees thereof, the independent director will be entitled to remuneration by way of sitting fees, as approved by the Members for Non- Executive Directors of the Company, and as may be determined by the Board.

Notice under Section 160 of the Act has been received from Mr. Girish Gobindram Ramnani and Mr. Bharat Vithaldas Kanani proposing their appointment as Director of the Company. Requisite consent,

pursuant to Section 152 of the Act, has been filed by Mr. Girish Gobindram Ramnani and Mr. Bharat Vitaldas Kanani to act as Director, if appointed. None of the Directors, Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends this resolution for your approval.

ITEM NO. 6:

The Equity Shares of your Company are actively traded on the SME platform of NSE Limited. The Company has grown multifold and performed significantly well over the period.

With a view to rewarding the existing shareholders and to expand the retail shareholders' base, the Board of Directors, at their meeting held on October 29, 2021, considered, approved and recommended issue of shares by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum of Rs. 10,02,22,990/- after capitalizing a sum not exceeding Rs. 32,32,990/- from the Free Reserves as appropriate, as per the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares. The capitalization of Free Reserves requires members' approval as per the Articles of Association of the Company.

The bonus issue of Equity Shares will be subject to the approval of Members and other approvals, consents, permissions, conditions and sanctions, as may be necessary. The fully-paid Bonus Shares shall be distributed to the Members whose names shall appear in the Register of Members of the Company in respect of shares held in the Physical form, if any and/ or whose names appear in the Register of Beneficial Owners as per the details to be furnished by the Depositories in respect of shares held in dematerialized form, as on the Record Date, in the ratio of (1) One Equity Shares of Rs. 10/- each for every (30) fully paid Equity Share of Rs. 10/- each held as on a Record date decided for this purpose and any fraction of an Equity shares arising out of bonus issue will be rounded off to the nearest 1.

Shareholding pattern before and after Bonus Issue would be as follows:

Sr. No.	Category	Pre Bonus Issue		Bonus Issue (1:30)*	Post Bonus Issue	
		No of shares held	% of share holding		No of shares held	% of share holding
1.	Promoters Holding	69,05,985	71.20	2,30,200	71,36,185	71.20
2.	Public	27,93,015	28.80	93,099	28,86,114	28.80
	Grand Total	96,99,000	100	323,299	1,00,22,299	100

* Fraction of an Equity Shares have been rounded off to the nearest 1.

The bonus shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

None of the Director (s), Key Managerial Personnel or their relatives are directly or indirectly concerned or interested in the resolutions at Item no. 6 of the Notice except to the extent of their shareholding and shares which may be allotted to them as part of this bonus issue.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 6 of this Notice for the approval of the Members by way of passing a Special Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KHFM HOSPITALITY AND FACILITY
MANAGEMENT SERVICES LIMITED**

**Sd/-
RAVINDRA MALINGA HEGDE
MANAGING DIRECTOR
DIN: 01821002**

**DATE: OCTOBER 29, 2021
PLACE: MUMBAI**

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/CHANGE IN REMUNERATION
AT THE FORTHCOMING ANNUAL GENERAL MEETING**

(Pursuant to the provisions of Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standards on
General Meetings (“SS-2”) issued by ICSI)

Item 2: To appoint a Director in place of Mr. Ravindra Malinga Hegde (DIN: 01821002), who retires by rotation and being eligible, offers himself for re-appointment as a Director

Name of the Director	Ravindra Malinga Hegde
Date of Birth	01/05/1958
Date of First Appointment	January 27, 2006
Qualification & Expertise	He holds Bachelor’ of Science Degree (Chemistry) from University of Mumbai. He has attended training in Facility Management & Pest Management from USA and has also attended training from Indian Grain Institute, Hapur in Pest Entomology. He is a member of Indian Pest Control Association. He has also been awarded with Shri Rajiv Gandhi Shiromani award on August 22, 2010 for Entrepreneurial Achievement.
No. of Equity Share held in the Company as on 31st March, 2021	59,45,785 Shares
Relationship with Other Directors of the Company	Mrs. Sujata Ravindra Hegde , Director is Wife, Mr. Saurav Ravindra Hegde, Director is Son & Ms. Riddhi Hegde is daughter of Mr. Ravindra Hegde
Year of Experience	39 Years
Remuneration Last Drawn by such person, if any	21,00,000 P.A.
Terms and conditions of appointment/ re-appointment & Remuneration sought for	N.A.
Area of expertise in specific functional areas/ Brief resume of Director	He is entrusted with the responsibility of looking after the overall management and operations of our Company.
No. of Meeting of the Board attended during the year	N.A.
List of outside Directorship held in other companies	KHFM HR Consultancy Private Limited
Chairman/Member of the Committee of the Board of Directors of other Companies	Nil

Item 3: To appoint Ms. Riddhi Ravindra Hegde as Director of the Company.

Name of the Director	Ms. Riddhi Ravindra Hegde
Date of Birth	08/03/1994
Date of First Appointment	March 24, 2021
Qualification & Expertise	Master of Health Administration, Bachelor of Dental Surgery (B.D.S), Healthcare professional with over 3.5 years of the healthcare industry and analytical experience with the ability to problem-solve and provide cost-effective and innovative solutions to complex business problems using data intelligence.
No. of Equity Share held in the Company as on 31st March, 2021	100 Shares
Relationship with Other Directors of the Company	Mr. Ravindra Malinga Hegde, Managing Director is a father, Mrs. Sujata Ravindra Hegde, Director is a Mother & Mr. Saurav Ravindra Hegde, Director is brother of Riddhi Ravindra Hegde
Year of Experience	3.5 Years
Remuneration Last Drawn by such person, if any	Nil
Terms and conditions of appointment/ re-appointment & Remuneration sought for	N.A.
Area of expertise in specific functional areas/ Brief resume of Director	Healthcare professional
No. of Meeting of the Board attended during the year	02
List of outside Directorship held in other companies	Nil
Chairman/Member of the Committee of the Board of Directors of other Companies	Nil

Item 4: To appoint Mr. Girish Gobindram Ramnani as an independent director of the company

Name of the Director	Girish Gobindram Ramnani
Date of Birth	10/09/1973
Date of First Appointment	October 29, 2021
Qualification & Expertise	Mr. Girish G. Ramnani was enrolled as a member of the ICAI in 1998 and has more than 23 years of experience in almost every facet of the accounting profession. One of his passionate area of practice is conceptualizing, devising and implementation of processes related to Tax and Audits.
No. of Equity Share held in the Company as on 31st March, 2021	Nil
Relationship with Other Directors of the Company	Not related with any other Directors of the Company.
Year of Experience	23 Years
Remuneration Last Drawn by such person, if any	Nil
Terms and conditions of appointment/ re-appointment & Remuneration sought for	The term of appointment of an Independent Director (ID) of the Company is for a period of 5 consecutive years from the date of his/ her appointment. Independent Director is not liable to retire by rotation
Area of expertise in specific functional areas/ Brief resume of Director	Practicing independently since 1998 with specialization in Audit & Assurance, Direct Taxes, Regulatory Compliances, Management Consultancy and Process Advisory Services.
No. of Meeting of the Board attended during the year	N.A.
List of outside Directorship held in other companies	Nil
Chairman/Member of the Committee of the Board of Directors of other Companies	Nil

Item 5: To appoint Mr. Bharat Vithaldas Kanani as an independent director of the company.

Name of the Director	Bharat Vithaldas Kanani
Date of Birth	07/11/1967
Date of First Appointment	October 29, 2021
Qualification & Expertise	Chartered Accountant (CA) – May 1993 from The Institute of Chartered Accountants of India. Company Secretary (CS) – December 2016 from The Institute of Company secretaries of India.
No. of Equity Share held in the Company as on 31st March, 2021	Nil
Relationship with Other Directors of the Company	Not related with any other Directors of the Company.
Year of Experience	27 Years
Remuneration Last Drawn by such person, if any	Nil
Terms and conditions of appointment/ re-appointment & Remuneration sought for	The term of appointment of an Independent Director (ID) of the Company is for a period of 5 consecutive years from the date of his/ her appointment. Independent Director is not liable to retire by rotation
Area of expertise in specific functional areas/ Brief resume of Director	Served as Director on the Board of GVFL's portfolio companies which include Saraf Foods Limited, Permionics India Limited, Colortek India Limited, 20 Microns Limited, E-Cube India Limited, Icenet.net Limited, Anupam Infosys Limited and Rapid Radio Solutions Pvt. Limited and Served on the Audit Committee of 20 Microns Limited, NeilSoft Limited and E-infochips Limited. He is the Member of Admission Panel for conducting Group Discussions and Personal Interview for Pandit Dindayal Petroleum University's MBA course 2010 and has also visited UK, Portugal, Germany, The Netherlands, Kuwait, Thailand and Dubai for business development activity. Taking lectures on Role of CA in Industry and as CEO/CFO with mid side organization as ICAI & CII forums.
No. of Meeting of the Board attended during the year	N.A.
List of outside Directorship held in other companies	Enertech Cera Private Limited, Enertech Distribution Management Private limited
Chairman/Member of the Committee of the Board of Directors of other Companies	Nil