

# KKV AGRO POWERS LIMITED

Registered Office :Vivagaa Building  
# 637, Oppanakara Street, Coimbatore-641 001.  
E-Mail: [cs@kkvagropowers.com](mailto:cs@kkvagropowers.com), Website : [www.kkvagropowers.com](http://www.kkvagropowers.com)  
Tel. No.: +91 422-2303880, Fax No. +91 422 2303881  
CIN: U40108TZ2012PLC018332

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the Fourth Annual General Meeting of the Members of KKV Agro Powers Limited (CIN: U40108TZ2012PLC018332) will be held on Friday, 30<sup>th</sup> September 2016, at 12.15 p.m. at the Rathna Residency , 355, Variety Hall Road, Coimbatore - 641001, to transact the following business:

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## ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements as at 31<sup>st</sup> March 2016 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in the place of Mr. A.C. Vineeth Kumar (DIN: 06756745), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of statutory auditors for the financial year 2016-2017.

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder, as amended from time to time and Ordinary Resolution passed by the members at their 3<sup>rd</sup> Annual General Meeting held on 7<sup>th</sup> September 2015, appointment of M/s. Haribhakthi & Co. LLP, Chartered Accountants (Firm Registration Number: 103523W), Coimbatore as the Statutory Auditors for the financial year 2016-17 be and is ratified on such remuneration as may be fixed by the Board of Directors of the Company.

## SPECIAL BUSINESS:

4. To consider and if thought to fit to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modifications or enactment thereof for the time being in force), and also pursuant to the consent of Audit Committee and the board of director vide resolutions passed in the meeting, approval of the members be and is hereby accorded for entering into related party transactions which were in the ordinary course of business and at arm's length basis and up to the maximum amounts per annum as appended below:

Particulars of Proposed Transactions for the purpose of approval u/s 188 of the Companies Act, 2013 Maximum value of contract / transaction (per annum)			
Name of the Related Parties	Transaction defined u/s 188(1) of the Companies Act, 2013		
	Sale, purchase or supply of any goods / materials	Selling, disposing or buying property	Availing or rendering of any services
M/s. The KTM Jewellery Limited	Rs.25 Crores	Rs.25 Crores	Rs.25 Crores
M/s. Space Textiles Private Limited	Rs.25 Crores	Rs.25 Crores	Rs.25 Crores
M/s. KKV Gold N Retail Limited	Rs.5 Crores	Rs.5 Crores	Rs.5 Crores
M/s. SCM Global Brands Private Limited	Rs.25 Crores	Rs.25 Crores	Rs.25 Crores
M/s.SHIVAM TRADERS	Rs.50 Crores	Rs.50 Crores	Rs.50 Crores
M/s. Gajaananda Jewellery Maart Private Limited	Rs.25 Crores	Rs.25 Crores	Rs.25 Crores
M/s. Gajaananda Jewellery India Maart Private Limited	Rs.2 Crores	Rs.2 Crores	Rs.2 Crores
M/s.The Chennai Silks Firm	Rs.25 Crores	Rs.25 Crores	Rs.25 Crores
M/s.SCM Garments Private Limited	Rs.25 Crores	Rs.25 Crores	Rs.25 Crores
M/s.The Madras Silks India Private Limited	Rs.25 Crores	Rs.25 Crores	Rs.25 Crores
M/s.AKVN Solar Private Limited (Under Incorporation)	Rs.7 Crores	Rs.7 Crores	Rs.7 Crores

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, any one of the Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

**By order of the Board**

Coimbatore  
02-09-2016

**C.Renuka  
Company Secretary  
ACS M.No.26355**

**NOTES:**

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy need not be a member of the company.
3. The instrument appointing a proxy duly completed must be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting a proxy form for the meeting is enclosed.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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 proxy for any other person or member.
5. Member / proxy should bring the attendance slip sent herewith, duly filled in, for attending the meeting.
6. Corporate members intending to send their authorized representatives 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 the Board Resolution authorizing their representative to attend and vote on their representative to attend and vote on their behalf at the Meeting.
7. Company's share transfer work and dematerialisation of shares, is done by M/s. S.K.D.C. Consultants Ltd., Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006.
8. It is reiterated that the request for Dematerialisation and Rematerialisation are to be made only to the DP with whom you have opened an account and not to the Company or its depository / transfer agent.
9. International Securities Identification Number given to your company is INE239T01016.
10. Members holding shares in Demat form are requested to intimate change of address notifications and updates of bank account details to their respective Depository Participants.
11. Any member who needs any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach her at least 7 days before the meeting, so that the information required can be made available at the meeting.
12. Members are requested to bring their Annual Report to the Annual General Meeting. The duly filled in attendance slip must be surrender at the counter before attending the Meeting.
13. The Notice of the AGM along with the Annual Report 2015-16 along with the Attendance Slip and Proxy Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode separately.

14. The Notice of the Annual General Meeting and this communication are also available on the website of the Company – [www.kkvagropowers.com](http://www.kkvagropowers.com).
15. 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.
16. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days of the Company during business hours upto the date of Annual General Meeting.
17. Members are requested to note that the venue of the Fourth Annual General Meeting is at Rathna Residency, 355, Variety Hall Road, Coimbatore- 641 001.

### **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27<sup>th</sup> September, 2016 (10:00 AM) and ends on 29<sup>th</sup> September, 2016 (05:00 PM). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select “EVEN” of “KKV Agro Powers Limited”.

- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [vasudevanacs@gmail.com](mailto:vasudevanacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u><b>EVEN (Remote e-voting Event Number)</b></u>	<u><b>USER ID</b></u>	<u><b>PASSWORD/PIN</b></u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@skdc-consultants.com](mailto:info@skdc-consultants.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. G Vasudevan, Practicing Company Secretary (Membership No. 6699) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company – www.kkvagropowers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE, Mumbai.

## **ANNEXURE TO NOTICE**

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

#### **Item No.4**

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. As per the provision the approval of the shareholders in the General Meeting is required by way of passing ordinary resolution. Provisions of Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the transactions entered and proposed to enter by the Company with M/s. The KTM Jewellery Limited, M/s. Space Textiles Private Limited, M/s. KKV Gold N Retail Limited, M/s. SCM Global Brands Private Limited, M/s. Shivam Traders, M/s. Gajaananda Jewellery Maart Private Limited, M/s. Gajaananda Jewellery Maart India Private Limited, M/s. The Chennai Silks Firm, M/s. SCM Garments Private Limited, M/s. The Madras Silks India Private Limited and M/s. AKVN Solar Private Limited are in the ordinary course of business and are at arm's length basis.

In terms of Regulation 23 of LODR Regulation, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not, notwithstanding such transactions have been done at arm's length basis and normal course of business.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent (10%) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Accordingly, the Board of Directors of the company requires the member's approval by way of passing the Ordinary Resolution as set out in this Notice.

Mr. T.K. Chandiran, Managing Director, Mrs. C. Selvi, Whole-time Director and Mr. A.C. Vineeth Kumar or their relatives or related entities are, in any way, concerned or interested in the resolution as set out in this Notice.

**By order of the Board**

**Coimbatore  
02-09-2016**

**C.Renuka  
Company Secretary  
ACS M.No.26355**

**Form No. MGT-11**

**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**KKV AGRO POWERS LIMITED**

Regd.Office : VIVAGAA BUILDING # 637, OPPANAKARA STREET,  
COIMBATORE-641 001.  
CIN : U40108TZ2012PLC018332

Name of the Member(s) :  
Registered Address :  
e-mail ID :  
Folio No. / Client ID :  
DP ID :

I/We being the Member(s) of KKV Agro Powers Limited hereby appoint :

- 1) ..... of ..... having e-mail id ..... or jointly him/her
- 2) ..... of ..... having e-mail id ..... or jointly him/her
- 3) ..... of ..... having e-mail id ..... or jointly him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourth Annual General Meeting of the Company to be held on Friday, the 30th September 2016 at Rathna Residency, 355, Varsity Hall Road, Coimbatore – 641001 and at any adjournment thereof in respect of such resolutions as are indicated below:-

\*\* I/we wish my above proxy to vote in the matter as indicated in the box below :-

S.No.	Resolution	For	Against
1.	Adopting of Financial Statements for the Financial Year ended on 31st March 2016.		
2.	Re-appointment of Mr.A.C.Vineethkumar (DIN: 06756745) who retires by rotation and being eligible offers himself for re-appointment		
3.	Ratification of Appointment of Statutory Auditors		
4.	To approve the related party transaction		

Signed this \_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder

Signature of first  
Proxy Holder

Signature of second  
Proxy holder

Signature of third  
Proxy holder

**Notes:**

- 1) This form or proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting..
- 2) A proxy need not be a member of the company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
- 5) In case of joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated.
- 6) \*\* This is only optional. Please put a Tick in the appropriate column against the resolutions indicated in the Box. If you leave the "For" and "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the matter as he / she thinks appropriate.

**KKV AGRO POWERS LIMITED**

Regd.Office : VIVAGAA BUILDING # 637, OPPANAKARA STREET,  
COIMBATORE-641 001.  
CIN : U40108TZ2012PLC018332

**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE  
MEETING HALL**

( Particulars to be completed by Member / Proxy )

Name of the Member : \_\_\_\_\_  
(IN BLOCK LETTERS)

Member Folio Number / ID No. : \_\_\_\_\_

Name of Proxy : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

I hereby record my presence at the Fourth Annual General Meeting of the Company Rathna Residency, 355, Varity Hall Road, Coimbatore - 641 037 on Friday, the 30th September 2016 at 12:15 p.m.

\_\_\_\_\_  
Signature of the Member / Proxy

**NOTE:**

- 1.The meeting is for Members of the Company only. Members are requested not to bring non members or children.
2. The Company will accept only the attendance slip of person personally attending the meeting as a Member or a valid proxy duly registered with the company.
3. Please read carefully the instructions given in the Notice of Fourth Annual General Meeting under the heading "voting through electronic means".