

KKV AGRO POWERS LIMITED
(Formerly Known as Nachas Wind Energy Private Limited)

Registered Office :Vivagaa Building
637, Oppanakara Street,Coimbatore-641 001.
E-Mail: cs@kkvagropowers.com, Website: www.kkvagropowers.com
Tel. No.: +91 422-2303880, Fax No.: +91 422-2303881
CIN: L40108TZ2012PLC018332

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 6th Annual General Meeting of the Members of KKV Agro Powers Limited (CIN:L40108TZ2012PLC018332) will be held on Friday, 14th September 2018, at 12:00 Noon at The Rathna Residency , 355, Variety Hall Road, Coimbatore – 641001, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements as at 31st March 2018 together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend for the year ended 31st March, 2018.
3. To appoint a Director in the place of Mrs. C.Selvi (DIN: 00032962), who retires by rotation and, being eligible, offers herself for re-appointment.
4. **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 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, M/s. VKS Aiyer & Co. (Firm Reg. No. 000066S), Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company in the place of retiring auditors M/s. Haribhakti & Co. LLP (Firm Registration No. 103523W/W100048), Chartered Accountants to hold office for a period of five years from the conclusion of the 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting and the remuneration as may be fixed by the board of directors in consultation with the auditors.

SPECIAL BUSINESS:

5. **To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr.T.K.Chandiran (DIN: 00031091) as Managing Director of the Company for a further period of three years with effect from 2nd April 2018, with the following remuneration package :

- a) Remuneration - Rs.2,50,000/- p.m.
- b) Aforesaid Remuneration includes perquisites like HRA, Medical Reimbursement, LTA for self and Family, Entertainment Expenditure reimbursement etc. in accordance with the policy of the company. Perquisites shall be evaluated as per the income tax rules wherever applicable.
- c) Company's contribution to Provident Fund and Superannuation Fund are as per policy of the Company, to the extent, either singly or together are not taxable under the Income Tax Act, 1961, shall not be included in the computation of the ceiling on remuneration or perquisites. Gratuity payable shall not exceed half a month's salary for each completed year of service. Managing Director is entitled to encashment of leave at the end of tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.
- d) Provision of a company's car with driver for use on Company's business and telephone facility at his residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Managing Director.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, the remuneration payable to Mr. T.K.Chandiran (DIN: 00031091), shall not exceed the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be notified by the Government from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter the components and elements of remuneration payable to Mr. T.K.Chandiran within the overall limits specified under the Companies Act, 2013 and to do all such acts, deeds and things and execute all such documents, instruments and forms as may be required and to give effect to this resolution.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mrs. C.Selvi (DIN: 00032962) as Whole-Time Director of the Company for a further period of three years with effect from 2nd April 2018, with the following remuneration package :

- a) Remuneration - Rs.75,000/- p.m.
- b) Aforesaid Remuneration includes perquisites like HRA, Medical Reimbursement, LTA for self and Family, Entertainment Expenditure reimbursement etc. in accordance with the policy of the company. Perquisites shall be evaluated as per the income tax rules wherever applicable.
- c) Company's contribution to Provident Fund and Superannuation Fund are as per policy of the Company, to the extent, either singly or together are not taxable under the Income Tax Act, 1961, shall not be included in the computation of the ceiling on remuneration or perquisites. Gratuity payable shall not exceed half a month's salary for each completed year of service. Whole-Time Director is entitled to encashment of leave at the end of tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.
- d) Provision of a company's car with driver for use on Company's business and telephone facility at his residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Whole-Time Director.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, the remuneration payable to Mrs. C.Selvi (DIN: 00032962), shall not exceed the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be notified by the Government from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter the components and elements of remuneration payable to Mrs. C.Selvi within the overall limits specified under the Companies Act, 2013 and to do all such acts, deeds and things and execute all such documents, instruments and forms as may be required and to give effect to this resolution.

7. **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 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and 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 their respective meeting, approval of the members be and are hereby accorded for entering into related party transactions which are 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			
	Registered Office of the Related Parties	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	Vivagaa Building, No.636, Oppanakara Street, Coimbatore - 641001	Rs. 25 Crores	Rs. 25 Crores	Rs. 25 Crores
M/s. Space Textiles Private Limited	Sreevignesh Kiruba,738D White Field, New Damunagar, Pulliyakulam Road, Pappanayakkampalayam, Coimbatore - 641037	Rs. 25 Crores	Rs. 25 Crores	Rs. 25 Crores
M/s. KKV Chakra Limited (Formerly known as KKV Gold N Retail Limited)	Vivagaa Building, No.636, Oppanakara Street, Coimbatore - 641001	Rs. 25 Crores	Rs. 25 Crores	Rs. 25 Crores
M/s. SCM Global Brands Private Limited	#166 Praga Compound, Avinashi Road, Peelamedu, Coimbatore - 641004	Rs. 25 Crores	Rs. 25 Crores	Rs. 25 Crores
M/s. Shivam Traders	#74, New Market Street, Tirupur - 641 604.	Rs. 50 Crores	Rs.50 Crores	Rs.50 Crores
M/s. Gajaananda Jewellery Maart Private Limited	133 New Market Street, Tirupur - 641604	Rs.2 Crores	Rs.2 Crores	Rs.2 Crores
M/s. Gajaananda Jewellery India Maart Private Limited	896/2 Suriya Nagar, ABT Road Extension,Karuvampalayam, Tirupur - 641604	Rs.25 Crores	Rs.25 Crores	Rs.25 Crores
M/s. The Chennai Silks Firm	#74, New Market Street, Tirupur - 641 604.	Rs.25 Crores	Rs.25 Crores	Rs.25 Crores
M/s. SCM Garments Private Limited	57 VOC Nagar (South),Valayankadu, Tirupur - 641603.	Rs.25 Crores	Rs.25 Crores	Rs.25 Crores
M/s. The Madras Silks India Private Limited	No 68 A College Road, Tirupur – 641602.	Rs.25 Crores	Rs.25 Crores	Rs.25 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.

Coimbatore
20-08-2018

By order of the Board

S/d.

C.Renuka
Company Secretary
FCS M.No.9460

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business as 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 and the same must be surrendered at the counter before 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 surrendered at the counter before attending the Meeting.
13. The Notice of the AGM along with the Annual Report 2017-2018, Attendance Slip and Proxy Form are 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.
15. The Company has fixed 20.07.2018 as the Record date for determining the entitlement of the members whose names appear in the Register of Members to the final dividend for the year ending on March 31, 2018.
16. The payment of final dividend, if any, upon declaration by the Members at the forthcoming Annual General Meeting, will be made within a period of 30 days of declaration as under:

To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”) as at the end of the day fixed for the purpose.

The particulars recorded with the DPs will be considered for making the payment of Dividend.
17. 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.
18. 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.
19. Members are requested to note that the venue of the Sixth Annual General Meeting is at The Rathna Residency, 355, Variety Hall Road, Coimbatore – 641 001.
20. 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 process in a fair and transparent manner.
21. 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.

22. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a 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.
23. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company – www.kkvagropowers.com, 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.

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

Item No.5 & 6

General Information of the Company:

- 1.Nature of Industry: Wind and Solar power renewable energy generation and Trading.
- 2.Date of commencement of commercial production: 05/06/2012
- 3.Financial performance: The Company has earned a Revenue From Operations is Rs.7,52,39,632/-. After providing all the expenditure the Company has earned a Net Profit of Rs.1,53,26,123/- during the financial year ended 31.03.2018.
4. Foreign Investment or collaborations: Nil

Other Information:

Reason for inadequate profits:

The company is in its nascent stage of operation and having aspirations to grow big in the field of renewable energy sector and allied services. The Company has been proposed to venture into sector with its ambitious projects, which will certainly enhance the revenues and profits of the Company in the periods to come.

Steps taken or proposed to be taken for improvement:

The Company is proposing to initiate new projects, further the Management is hopeful that the Company will enhance revenue during the course of the current financial year which will reflect in the bottom line of the future years.

Expected increase in productivity and profits in measurable terms:

The Management estimates that the revenue will be increase by 10-20% for the year 2018-19.

Item No.5

Mr.T.K.Chandiran is a promoter and Director of the Company. It is proposed to re-appoint him as Managing Director of the Company at a same remuneration of Rs. 2,50,000/- p.m for a further period of three years with effect from 02nd April, 2018 mainly to manage and control the activities of the Company. The Board seeks approval of the members in this Annual General Meeting to re-appoint Mr.T.K.Chandiran as Managing Director of the Company and to pay the remuneration as set out in this notice.

The Board feels that the presence of Mr.T.K.Chandiran on the Board is desirable and beneficial to the Company.

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

None of the directors other than Mr.T.K.Chandiran, Managing Director, Mrs. C. Selvi, Whole-Time Director and Mr.A.C. Vineeth Kumar, Director are concerned or interested in this resolution except as shareholders of the Company.

Item No.6

Mrs.C.Selvi is a promoter and Director of the Company. It is proposed to re-appoint her as Whole-Time Director of the Company at a same remuneration of Rs. 75,000/- p.m for a further period of three years with effect from 02nd April, 2018 mainly to manage and control the activities of the Company. The Board seeks approval of the members in this Annual General Meeting to re-appoint Mrs.C.Selvi as Whole-Time Director of the Company and to pay the remuneration as set out in this notice.

The Board feels that the presence of Mrs.C.Selvi on the Board is desirable and beneficial to the Company.

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

None of the directors other than Mr. T.K. Chandiran, Managing Director, Mrs. C. Selvi, Whole-Time Director and Mr. A.C. Vineeth Kumar, Director are concerned or interested in this resolution except as shareholders of the Company.

Item No.7

As per the provisions of Section 188 (1) of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014, "Related Party Transactions" requires prior consent of the Board, Audit Committee and approval of the shareholders where transactions proposed to be entered into by the Company are falls under said section. As per the said provision, the approval of the shareholders in the General Meeting is sought 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 transactions/proposed transactions entered/to be entered into by the Company with the related parties detailed in the agenda no.7 were/are in the ordinary course of business and 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.

None of the directors other than Mr. T.K. Chandiran, Managing Director, Mrs. C. Selvi, Whole-Time Director and Mr. A.C. Vineeth Kumar, Director are concerned or interested in the resolution as set out in this Notice.

Coimbatore
20-08-2018

By order of the Board

S/d.
C.Renuka
Company Secretary
FCS M.No.9460