



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

Registered Office : Vivaaga 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 an Extra-ordinary General Meeting of the Members of KKV Agro Powers Limited (CIN:L40108TZ2012PLC018332) will be held on Thursday, 12th July 2018, at 11.00 a.m. at the Registered office of the Company, Vivaaga Building, # 637, Oppanakara Street, Coimbatore-641 001, to transact the following business:

SPECIAL BUSINESS:

1. Issue of Bonus Shares

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

RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents and permissions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, the approval of the shareholders of the Company be and is hereby accorded for issue of Bonus Shares in the proportion of 1 (One) new fully paid-up equity share of Rs.10/- (Rupees Ten Only) each for every 4 (Four) existing fully paid-up equity share of Rs.10/- (Rupees Ten only) each held by them by Capitalizing a sum of Rs.9,07,000 (Rupees Nine Lakhs Seven Thousand Only) out of Securities Premium Reserve of the Company, to be allotted and distributed as FULLY PAID BONUS SHARES to the equity shareholders of the Company, whose names appear in the Register of Members maintained by the Company on 'Record Date' as may be determined by the Board for this purpose.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to accept and agree to the terms and conditions, if any required, as may be prescribed or stipulated by the authorities concerned for issue of Bonus Shares which the Board may, in its absolute discretion, think fit and proper to accept.

RESOLVED FURTHER THAT the Bonus Shares so allotted as above are subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari-passu with the existing equity shares of the Company, save and except that they shall not be entitled to any dividend in respect of any financial year up to and including 31st March 2018.

RESOLVED FURTHER THAT no Allotment Letter shall be issued to the allottees of Bonus Shares, with regard to the shares held in dematerialized form, the Bonus Shares will be credited to the respective demat account of the holders.

RESOLVED FURTHER THAT the said Bonus Shares shall be treated for all purpose as an increase in nominal amount of the Capital of the Company held by each such Member and not as income.

RESOLVED FURTHER THAT no fractions arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to nominees appointed by the Board, who shall hold the same as trustees for the Members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges 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 subject to the conditions of the consent or approval of such authorities as may be required to be obtained, the Board of Directors be and are hereby authorized to settle any question or difficulty whatsoever which may arise in regard to the issue and allotment of the aforesaid Bonus Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient and desirable in this regard.

Coimbatore
18.06.2018

**By order of the Board
For KKV Agro Powers Limited**

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 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 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 him 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 the duly filled in attendance slip must be surrender at the counter before attending the Meeting.
13. The Notice of the EGM 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 Extra-ordinary General Meeting and this communication are also available on the website of the Company – www.kkvagropowers.com.
15. 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 Extra-ordinary General Meeting.
16. Members are requested to note that the venue of the Extra-ordinary General Meeting is at Vivaaga Building,# 637, Oppanakara Street, Coimbatore-641 001.
17. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the EGM.
18. Mr. G Vasudevan, Practicing Company Secretary (Membership No. 6699) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
19. The Results 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.

ANNEXURE TO NOTICE

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

The Company has a Securities Premium Reserve of Rs.8,95,77,394/- as on 31.03.2018. The Board of Directors of the Company at their Meeting held on 25.05.2018, considered it desirable to recommend issue of Bonus Shares in the ratio of in the proportion of 1 (One) new fully paid-up equity share of Rs.10/- (Rupees Ten Only) each for every 4 (Four) existing fully paid-up equity share of Rs.10/- (Rupees Ten only) each held by the existing shareholders whose names appear in the Register of Members maintained by the Company as on 'Record Date' as may be determined by the Board for this purpose by capitalization of Securities Premium Reserve subject to approval of the shareholders and such other authorities as may be necessary.

The Bonus Shares on allotment shall rank pari-passu with existing Equity Shares of the Company, save and except that they shall not be entitled to any dividend in respect of any financial year up to and including 31st March 2018

No Allotment Letter will be issued. For the shares held in Demat mode, the credit of the Bonus Shares will be given directly to their Demat account.

The issue of Bonus Shares and consequent increase in the paid-up capital of the Company would also satisfy the requirement of National stock Exchange of India Limited for listing of equity shares of the Company and the Company has complied with all the applicable provisions of the Companies Act, 2013 and all other applicable Regulations.

The Record Date for determining the eligibility of the shareholders to receive the said Bonus Shares will be displayed in the website of the Company www.kkvagropowers.com.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company.

Your Directors recommend the Resolution for your approval.

**By order of the Board
For KKV Agro Powers Limited**

**Coimbatore
18.06.2018**

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

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 : L40108TZ2012PLC018332

Name of the Member(s) :

Registered Address :

e-mail ID :

Folio No. / Client ID :

DP ID :

I/We being the Member(s) of _____ Shares 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 Extra-Ordinary General Meeting of the

Company to be held on Thursday, 12th July 2018, at 11.00 a.m. at the Registered office of the Company, Vivaaga Building, # 637, Oppanakara Street, Coimbatore-641 001 and at any adjournment thereof in respect of such resolutions as are indicated below:-

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

S.No.	Resolution	For	Against
1.	To Approve Bonus Issue.		

____ day of _____ 2018

Signature of Shareholder

Signed this

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 Mark** 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: L40108TZ2012PLC018332

ATTENDANCE SLIP
(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 Extra - Ordinary General Meeting of the Company at Registered Office at Vivagaa Building, #637, Oppanakara Street, Coimbatore - 641 001 on Thursday, 12th July 2018, at 11.00 a.m..

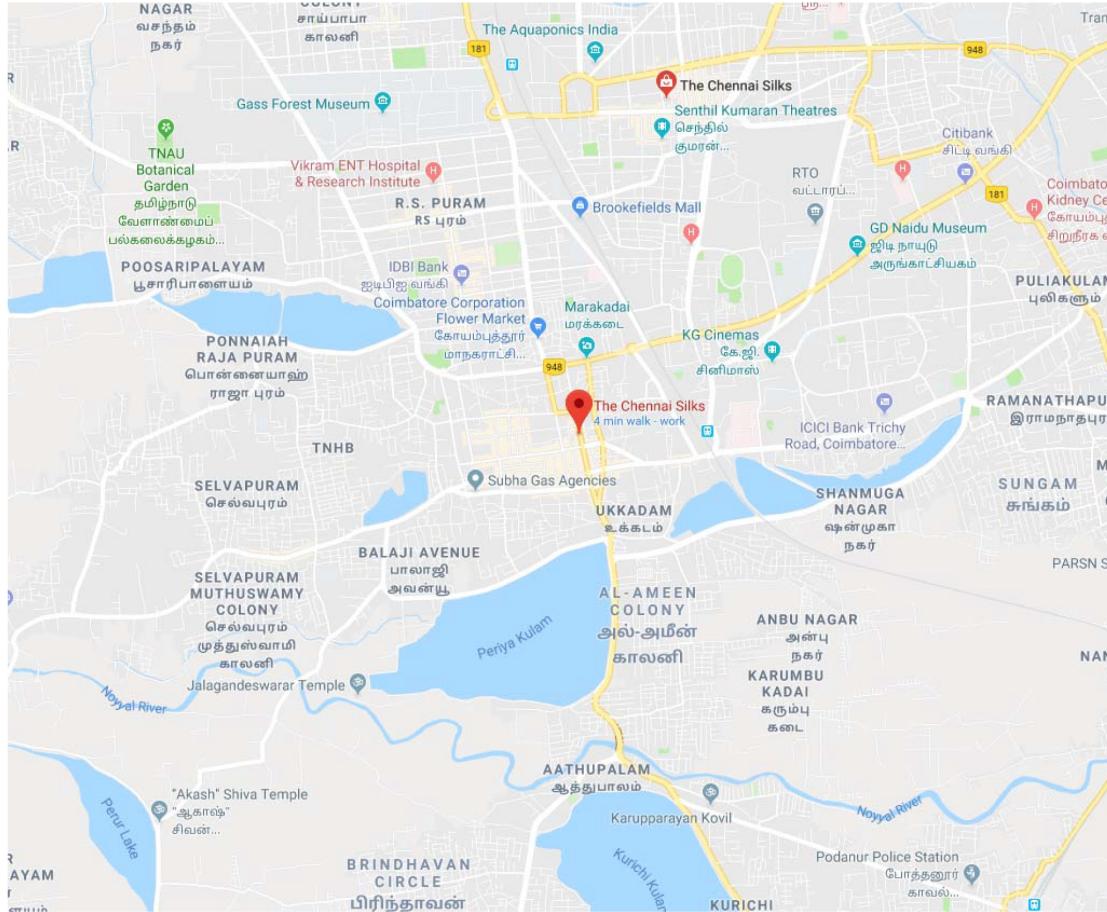
Signature of the Member / Proxy

NOTE:

1. The meeting is for Members of the Company only. Members are requested not to bring non members.
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 Extra-Ordinary General Meeting.

Route Map Showing location of Venue of Extra-Ordinary General meeting

Venue Address : Vivaaga Building, # 637, Oppanakara Street,Coimbatore-641 001.



Land Mark : The Chennai Silks Building.