

## **KKV AGRO POWERS LIMITED**

Registered Office: Vivagaa Building

No. 637, Oppanakara Street, Coimbatore - 641 001

E-Mail: [cs@kkgropowers.com](mailto:cs@kkgropowers.com), Website: [www.kkgropowers.com](http://www.kkgropowers.com)

Tel No: +91 422-2303880, Fax No.: +91 422-2303881

CIN: L40108TZ2012PLC018332

### **NOTICE TO SHAREHOLDERS**

**Notice** is hereby given that the 9<sup>th</sup> Annual General Meeting of the Members of M/s. KKV Agro Powers Limited (CIN: L40108TZ2012PLC018332) will be held on Thursday, the 23<sup>rd</sup> day of September, 2021 at 11:00 A.M through Video Conferencing / Other Audio Visual Means to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Vivagaa Building No. 637, Oppanakara Street, Coimbatore - 641 001

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2021 together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend for the year ended 31<sup>st</sup> March, 2021.
3. To appoint a Director in the place of Mrs. Selvi (DIN: 00032962), who retires by rotation and being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

##### **4. Issue of Bonus Shares**

To consider and if thought 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, 2018, 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/- each for every 4 (Four) existing fully paid-up equity share of Rs.10/- each held by them by Capitalizing a sum of Rs.11,33,750/- 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 31<sup>st</sup> March 2021.

**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.

**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.

#### **5. Re-appointment of Mr. T.K.Chandiran (DIN : 00031091) as Managing Director of the Company**

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 Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('Act') and rules made thereunder (including any

statutory modification or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee, the 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 03.04.2021 with the following remuneration:

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 as per policy of the Company, to the extent these, 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** the Board of Directors be and is 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.

**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.

**6. Re-appointment of Mrs. C. Selvi (DIN : 00032962) as a Whole-Time Director of the Company**

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 Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('Act') and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee, the approval of the members be and is hereby accorded to re-appoint Mrs. C. Selvi (DIN : 00032962) as a Whole-Time Director of the Company for a further period of three years with effect from 03.04.2021 at a remuneration of Rs.9,00,000/- per annum.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter the components and elements of remuneration payable to Mrs. 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.

**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.

#### **7. Approval for fixing limit under Section 186 of the Companies Act, 2013**

**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded, to (a) give any loan to anybody corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to anybody corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of anybody corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made, if any, in and the amount for which guarantees or securities have so far been provided, if any, to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.100/- Crore over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**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.

#### **8. Ratification of Related Party Transaction**

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

**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time, the transaction entered into by the Company with Related Party during the financial year 2020-2021 as detailed in the explanatory statement annexed to this notice be and is hereby ratified.

**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  
Date: 21.08.2021

By order of the Board

sd/-  
T.K. Chandiran  
Managing Director  
(DIN: 00031091)

## 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. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 18/2020 dated 21.04.2020, General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till the calendar year 2021. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 9<sup>th</sup> AGM of the Company shall be conducted through VC / OAVM. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 23 below and is also available on the website of the Company at [www.kkvagropowers.com](http://www.kkvagropowers.com).
3. As this Annual General Meeting (AGM) will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not being annexed to this Notice.
4. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend this AGM, pursuant to Section 113 of the Act, through e-mail at [cs@kkvagropowers.com](mailto:cs@kkvagropowers.com).
5. In view of the prevailing circumstances due to the COVID-19 pandemic, and also in conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2021 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. The Notice of AGM along with Annual Report for the financial year 2020-2021, is available on the website of the Company at [www.kkvagropowers.com](http://www.kkvagropowers.com).
6. The Company, in compliance with Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be webcasting the proceedings of the AGM on its corporate website.
7. Any member who needs any clarification on accounts or operations of the Company shall write to the Ms. Ankita.N.Raichura, Secretarial Officer so as to reach him at least 7 days before the meeting, so that the information required can be made available at the meeting.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

10. The Registrar and Share transfer agent of the Company is M/s. S.K.D.C. Consultants Ltd., Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006.
11. 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.
12. International Securities Identification Number given to your Company is INE239T01016.
13. Members holding shares in Demat form are requested to intimate change of address notifications, e-mail ID and updation of Bank Account details to their respective Depository Participants.
14. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Ms. Ankita.N.Raichura, Secretarial Officer at [cs@kkvagropowers.com](mailto:cs@kkvagropowers.com).
15. The Company has fixed 16.09.2021 as the Record date for determining the entitlement of the members whose names appear in the Register of Members to the final dividend and voting at the Annual General Meeting for the Financial Year ending on March 31, 2021.
16. The Company has fixed 23.09.2021 as the Record date for Issue of Bonus share.
17. 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.
18. 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.
19. The particulars recorded with the DPs will be considered for making the payment of Dividend.
20. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.
21. For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 7.5% on the amount of Dividend declared and paid by the Company during financial year 2020-21 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by them during financial year 2020-21 does not exceed Rs.5,000/-. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2020-2021. Separately, in cases where the

shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

22. The remote e-voting period begins on 20.09.2021 at 09:00 A.M. and ends on 22.09.2021 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. 16.09.2021, 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 16.09.2021.

**23. INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE AGM:**

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting 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"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon</li> </ol>

“Login” which is available under ‘Shareholder/Member’ section. A new screen will open. 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 or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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](http://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](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & 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.



Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.
--	--

**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.

24. The Company has appointed M/s. G.V. and Associates, Practicing Company Secretaries, Coimbatore to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
25. The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website [www.kkvagropowers.com](http://www.kkvagropowers.com) under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to the National Stock Exchange of India Limited where the Company's shares are listed.

#### **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

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

The Company has a Securities Premium Reserve of Rs.8,86,70,394/- as on 31.03.2021. The Board of Directors of the Company at their Meeting held on 21.08.2021, 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 31<sup>st</sup> March 2021.

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 is 23.09.2021.

Accordingly, the Board of Directors requires member's approval by way of passing Special Resolution as set out in Item No. 4 in this Notice.

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

**Item No. 5 & 6:**

The statement containing additional information as required in Schedule V of the companies act, 2013:

**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 total income of Rs.3,19,65,80,368/-. After providing all the expenditure and tax the Company has earned a Net Profit of Rs.45,75,247/- during the financial year ended 31.03.2021.
4. Foreign Investment or collaborations: Nil

**Other Information:**

5. Reason for inadequate profits: The Company is in its growth stage of operation and having aspirations to grow big in the field of renewable energy sector and allied services.

The Government of India ordered a countrywide lockdown from 25<sup>th</sup> March 2020 to 1<sup>st</sup> June 2020 to control the spread of COVID-19 which has been declared as a pandemic by the World Health Organization (WHO). The lockdown notice exempted essential services of which the Company's operations were also considered a part of. Ministry of New and Renewable Energy (MNRE) has also clarified that renewable power plants must be allowed to be operated and all payments to the such renewable developers should continue to be honored by the Distribution companies. However, this pandemic has the potential to impact various stakeholders especially the Commercial and Industrial customers. The Company has received a Force Majeure (FM) notices from few of its Commercial and Industrial customers who have expressed their inability to off take power from the Company's power plants as their own facilities have been locked down. The Company is evaluating the potential impacts of this pandemic and shall adapt its business and operations to the new 'normal' while ensuring safety of all its stakeholders namely its employees, vendors, contractors and society at large.

6. 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.

7. Expected increase in productivity and profits in measurable terms: The Management estimates that the revenue will be increased by 10-20% for the year 2021-2022.

**Item No.5:**

Mr. T.K.Chandiran is a promoter and Managing Director of the Company. Mr. T.K.Chandiran was re-appointed as Managing Director for a period of 3 years effective 02.04.2018 at the Annual General Meeting held on 14.09.2018 and the tenure of Mr. T.K. Chandiran as a Managing Director ended on 02.04.2021. The Board considers it desirable that the Company should continue to avail the services rendered by him as Managing Director.

The Board at their meeting held on 28.04.2021, on recommendation of the Nomination and Remuneration Committee and , subject to the approval of members in the ensuing General Meeting, has re-appointed him as Managing Director for another term of 3 years effective 03.04.2021 on the terms and conditions including remuneration as set out in item no.5 of this notice, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

The details of Mr. T.K.Chandiran as per Secretarial Standards on General Meeting and as per Schedule V of the Companies Act, 2013 are as follows:

<b>Information about the Appointee Managing Director</b>	
Name of the Director	Mr. T.K.Chandiran
DIN	00031091
Age	68 years
Qualification	He is an alumnus of Sri Venkateshwara University, Andhra Pradesh and holds a master's Degree in Commerce and BGL
Job profile and his suitability / Experience / Brief Resume/ Qualification	He has over forty six years of experience in the business of retail jewellery and textiles showrooms as well as power generation plants. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations for our Company.
Terms & Conditions of Re-appointment	Re-appointed as Managing Director for a period of 3 years w.e.f. 03.04.2021
Remuneration Last Drawn (including sitting fees if any) (FY 2020-2021)	Rs.2,50,000 p.m.
Proposed Remuneration (w.e.f. 03.04.2021)	Rs.2,50,000 p.m.
Date of First Appointment on the Board	05.06.2012
Shareholding in the Company as on 20.08.2021	1,75,915
Relationship with other Directors/KMP	1. Husband of Mrs. Selvi, Whole Time Director 2. Father of Mr. A.C. Vineethkumar, Director
No. of Board Meetings attended in the year	4/4

Directorships of other Boards as on date	6
Membership/Chairmanship of Committees of other Boards as on Date	3 Companies-Membership 1 Company-Chairman

Accordingly, the Board of Directors requires member's approval by way of passing Special Resolution as set out in Item No. 5 in this Notice.

Except Mr. T.K.Chandiran, Mrs. Selvi and Mr. A.C.Vineethkumar and their relatives, none of the Directors and Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company.

**Item No.6:**

Mrs. Selvi is a promoter and Whole-time Director of the Company. Mrs. Selvi was re-appointed as Whole-time Director for a period of 3 years effective 02.04.2018 at the Annual General Meeting held on 14.09.2018 and the tenure of Mrs. Selvi as a Whole-time Director ended on 02.04.2021. The Board considers it desirable that the Company should continue to avail the services rendered by her as Whole-time Director mainly to manage and control the activities of the Company.

The Board at their meeting held on 28.04.2021, on recommendation of the Nomination and Remuneration Committee and subject to the approval of members in the ensuing General Meeting, has re-appointed her as Whole-time Director for another term of 3 years effective 03.04.2021 on the terms and conditions including remuneration as set out in item no. 6 of this notice, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

The details of Mrs. Selvi as per Secretarial Standards on General Meeting and as per Schedule V of the Companies Act, 2013 are as follows:

<b>Information about the Appointee Whole-time Director</b>	
Name of the Director	Mrs. Selvi
DIN	00032962
Age	59 years
Job profile and his suitability / Experience / Brief Resume	Handling day to day activities of our company
Terms & Conditions of Re-appointment	Re-appointed as Whole-time Director for a period of 3 years w.e.f. 03.04.2021
Remuneration Last Drawn (including sitting fees if any) (FY 2020-2021)	Rs.9,00,000/- p.a.
Proposed Remuneration (w.e.f. 03.04.2021)	Rs.9,00,000/- p.a.
Date of First Appointment on the Board	05.06.2012
Shareholding in the Company as on 20.08.2021	19,910
Relationship with other Directors/KMP	1. Wife of Mr. T.K.Chandiran, Managing Director 2. Mother of Mr. A.C. Vineethkumar, Director
No. of Board Meetings attended in the year	2/4
Directorships of other Boards as on date	4

Membership/Chairmanship of Committees of other Boards as on Date	2 Companies-Membership
--	------------------------

Accordingly, the Board of Directors requires member's approval by way of passing Special Resolution as set out in Item No. 6 in this Notice.

Except Mr. T.K.Chandiran, Mrs. Selvi and Mr. A.C.Vineethkumar and their relatives, none of the Directors and Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company.

**Item No. 7**

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the future business plans of the Company, prior approval of the Members is being sought for enhancing the limits specified under Section 186 of the Companies Act, 2013.

Accordingly, the Board of Directors requires member's approval by way of passing Special Resolution as set out in Item No. 7 in this Notice.

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

**Item No: 8**

The Company has entered into transactions in financial year 2020-2021 with the following Related Parties. A statement giving brief summary of the transaction is given below.

The transaction as mentioned is in the Ordinary course of business and at Arm's Length price.

The Audit Committee & the Board of Directors of the Company have considered and ratified the transaction and limits entered with the related party as mentioned below at their respective meetings and the same requires shareholder's ratification pursuant to provisions of Section 188 of the Companies Act, 2013.

Members are hereby informed that pursuant to second proviso of Section 188 of the Companies Act, 2013, no member of the Company shall vote on the resolution to approve any contract or arrangement which may be entered into by the Company if such member is a related party.

Details pursuant to Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014:

Particulars of Proposed Transactions for the purpose of approval u/s 188 of the Companies Act, 2013 and Maximum value of contract / transaction (per annum)		
Name of the Related Party	Transaction defined u/s 188(1) of the Companies Act, 2013	
	Name of the Director or KMP who is related and Nature of relationship	Sales & Processing Charges - Precious Metals
M/s. Swathi Traders	Firm in which Relative of Mr. T.K.Chandiran, Managing Director is a Partner	Rs. 72,30,69,596/-

The Board of Directors of the Company recommends the Resolution as set out at Item No.8 in the accompanying Notice for ratification by the members.

Except Mr. T.K.Chandiran, Mrs. Selvi and Mr. A.C.Vineethkumar and their relatives, none of the Directors and Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company.

**Coimbatore**  
**Date: 21.08.2020**

**By order of the Board**

**sd/-**  
**T.K. Chandiran**  
**Managing Director**  
**(DIN: 00031091)**