

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 the 5th Annual General Meeting of the Members of KKV Agro Powers Limited (CIN:L40108TZ2012PLC018332) will be held on Tuesday, 05th September 2017, at 12.00 p.m. at The RathnaResidency , 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, 2017 together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend for the year ended 31st March, 2017.
3. To appoint a Director in the place of Mr. T.K.Chandiran (DIN: 00031091), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of statutory auditors for the financial year 2017-2018.

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 3rd Annual General Meeting held on 7th September 2015, appointment of M/s. Haribhakti& Co. LLP, Chartered Accountants (ICAI Firm Registration Number:103523W/W100048,Coimbatoreas the Statutory Auditors for the financial year 2017-2018 be and is ratified on such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

5. 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			
	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	Vivaaga Building, #636, OppanakaraStreet, Coimbatore – 641001.	₹25 Crores	₹25 Crores	₹25 Crores
M/s. Space Textiles Private Limited	Sreevignesh Kiruba, 738D White Field, New DamunagarPulliyakulam Road Pappanayakkampalayam Coimbatore – 641037.	₹25 Crores	₹25 Crores	₹25 Crores
M/s. KKV Chakra Limited (Formerly known as KKV Gold N Retail Limited)	Vivaaga Building, #636, OppanakaraStreet, Coimbatore – 641001.	₹25 Crores	₹25 Crores	₹25 Crores
M/s. SCM Global Brands Private Limited	#166, Praga Compound, Avinashi Road, Peelamedu Coimbatore – 641004.	₹25 Crores	₹25 Crores	₹25 Crores
M/s. Shivam Traders	#74, New Market Street Tirupur - 641 604.	₹50 Crores	₹50 Crores	₹50 Crores
M/s. Gajaananda Jewellery Maart Private Limited	#133 New Market Street Tirupur - 641604	₹2 Crores	₹2 Crores	₹2 Crores
M/s. Gajaananda Jewellery India Maart Private Limited	#896/2, Suriya Nagar ABT Road Extension Karuvampalayam, Tirupur - 641604.	₹25 Crores	₹25 Crores	₹25 Crores
M/s. The Chennai Silks Firm	#74, New Market Street Tirupur - 641 604.	₹25 Crores	₹25 Crores	₹25 Crores
M/s. SCM Garments Private Limited	#57 VOC Nagar (South) Valayankadu, Tirupur - 641603.	₹25 Crores	₹25 Crores	₹25 Crores
M/s. The Madras SilksIndia Private Limited	#68 A College Road, Tirupur – 641602.	₹25 Crores	₹25 Crores	₹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.

By order of the Board

Coimbatore
11-08-2017

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 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 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 2016-2017 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.
15. The Register of Members and Share Transfer Books of the Company will remain closed from August 30, 2017 to September 05, 2017 (both days inclusive) and Record date is 29.08.2017 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, 2017.
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 Fifth Annual General Meeting is at The RathnaResidency , 355, Variety Hall Road, Coimbatore - 641001.
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 alongwith the report of the Scrutinizer shall be placed on the website of the Company – www.kkvagropowers.com,immediatelyafter 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.5

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 transactions entered into by the Company with M/s. The KTM Jewellery Limited, M/s. Space Textiles Private Limited, M/s. KKV Chakra Limited (Formerly Known as 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 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, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution as set out in this Notice.

Coimbatore
11-08-2017

By order of the Board

C.Renuka
Company Secretary
ACS M.No.26355