



KKV AGRO POWERS LIMITED

(CIN: L40108TZ2012PLC018332)

**8TH ANNUAL REPORT
2019-2020**



KKV Agro Powers Limited

(Formerly Known as Nachas Wind Energy Private Limited)

**Annual Report
2019 - 20**



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Cautionary Statement:

Certain Expectations and projections regarding the future performance of the Company referenced in the Annual Report constitute forward looking statements. These expectations and projections are based on currently available financial and economic data, along with the Company's operating plans and are subject to certain future events and uncertainties, which could cause actual results to differ materially from those indicated by such statements.



BOARD OF DIRECTORS

Shri. T. K. CHANDIRAN
Chairman & Managing Director - (DIN: 00031091)

Mrs. C. SELVI
Whole-Time Director - (DIN: 00032962)

Mr. A. C. VINEETHKUMAR
Director - (DIN: 06756745)

Mr. B. MOHAN
Independent Director - (DIN: 05255699)

Dr. V. N. CHANDRASEKARAN
Independent Director - (DIN: 07276704)

COMPANY SECRETARY & CFO&CEO

Mrs.SRIVIDYA.M
Company Secretary & Compliance Officer
ACS M.No. A58222

Mr. C. ARUN KUMAR – Chief Financial Officer

Mr. SHANKARASUBRAMANIAN– Chief Executive Officer

REGISTERED OFFICE

Vivagaa Building
#637, Oppanakara Street,
Coimbatore – 641 001
E-Mail: cs@kkvagropowers.com
Tel. No.: +91 422-2303880**Fax No.:** +91 422-2303881

STATUTORY AUDITORS

M/s. VKS Aiyer & Co.
Chartered Accountants,
Coimbatore – 641 011

SECRETARIAL AUDITORS

M/s. G.V and Associates
Company Secretaries,
Coimbatore - 641 038

INTERNAL AUDITORS

M/s. Suri & Co.
Chartered Accountants,
Coimbatore – 641 043

SHARES LISTED WITH

NSE EMERGE – SME Platform
Mumbai

REGISTRAR & SHARE TRANSFER AGENT

S.K.D.C. Consultants Limited
Coimbatore - 641 006

BANKERS

Indian Bank
AXIS Bank
ICICI Bank



KKV AGRO POWERS 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 8th Annual General Meeting of the Members of M/s. KKV Agro Powers Limited (CIN: L40108TZ2012PLC018332) will be held on Tuesday, the 29th day of September, 2020 at 10:00 A.M at registered office of the Company situated at Vivagaa Building ,637, Oppanakara Street, Coimbatore - 641 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2020 together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend for the year ended 31st March, 2020.
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.

SPECIAL BUSINESS:

4. To reappoint Mr. V.N. Chandrasekaran (DIN:07276704) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mr V.N. Chandrasekaran (DIN:07276704)**, who holds office of Independent Director up to 8th Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from ensuing Annual General Meeting."

"FURTHER RESOLVED 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.”

5. 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 contracts entered into by the Company with Related Parties as detailed in the explanatory statement annexed to this notice be and are hereby ratified and approved”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion and to finalize any documents and writings related thereto”

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 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Coimbatore, to append following sub clause (10) after sub clause (9) of clause III (A) of the Memorandum of Association of Company:

(10) “To carry on business of commodity by way of (including commodity derivatives) broking, trading and hedging both locally and in international markets including GIFT CITY”

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. T.K. Chandiran, Managing Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Coimbatore.

Coimbatore
Date: 05-09-2020

By order of the Board

sd/-
Srividya.M
Company Secretary
M.No.A58222



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') 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 (Proxy Form for the meeting is enclosed with this Notice).
4. A person can act as proxy on behalf of members not exceeding Fifty and holding in 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 behalf at the Meeting.
7. 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
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 updation 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. The Notice of the AGM along with the Annual Report 2019-2020, 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. The duly filled in attendance slip must be surrendered at the counter before attending the Meeting.
13. The Notice of the Annual General Meeting and this communication are also available on the website of the Company – www.kkvagropowers.com
14. The Company has fixed 21.09.2020 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, 2020.
15. 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.
16. 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.
17. The particulars recorded with the DPs will be considered for making the payment of Dividend.
18. 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.
19. 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.
20. Members are requested to note that the venue of the Eighth Annual General Meeting is at registered office of the Company situated at Vivagaa Building , 637, Oppanakara Street, Coimbatore - 641 001
21. M/s. G.V and Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting process at the AGM in a fair and transparent manner
22. 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.
23. The Scrutinizer shall after the conclusion of voting at the AGM, 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.

24. 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.
25. 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.

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 ` 5,000. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2020-21. 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.

26. The details of the unpaid / unclaimed amounts lying with the Company as on 30th June, 2020 are available on the website of the Company at www.kkvagropowers.com

Coimbatore

Date: 05-09-2020

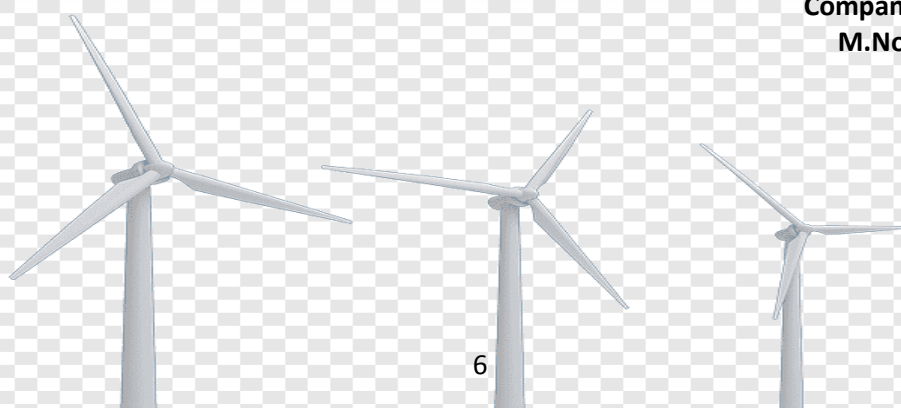
By order of the Board

sd/-

Srividya.M

Company Secretary

M.No.A58222





EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 4

Mr. V.N. Chandrasekaran appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the 3rd Annual General Meeting held on 07th September, 2015 to hold office upto 8th Annual General Meeting (“first term” as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee at its Meeting held on 05-09-2020 after taking into account the performance evaluation of the Independent Director during the first term of five years and considering the knowledge, acumen, expertise and experience in the respective fields and the substantial contribution made by the Directors during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of this Director as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of the Director as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from conclusion of 8th Annual General Meeting and not liable to retire by rotation.

Brief profile of the above Independent Director is as under:

1. Mr. V.N. Chandrasekaran

Age	:	66
Qualifications	:	MBBS
Experience (including expertise in specific functional area) / Brief Resume	:	He is noted philanthropist actively engaged in various social activities like education, eco friendly activities etc
Terms and Conditions of Re appointment	:	Non-Executive Independent Director not liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	:	NA
Remuneration proposed to be paid	:	NA
Date of first appointment on the Board	:	07/09/2015
Shareholding in the Company as on March 31, 2020	:	NIL
Relationship with other Directors / Key	:	NIL



Managerial Personnel

Number of meetings of the Board attended : 4

during the financial year

(2019-20)

Directorships of other Boards as on March 31, : 1

2020

Membership / Chairmanship of Committees of : 3

other Boards as on

March 31, 2020

The above Director has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. V.N.Chandrasekaran fulfils the conditions specified in the Act for his appointment as an Independent Director. The Company has also received from the above director:- (i) the consent in writing to act as Director and (ii) intimation that they are not disqualified under section 164(2) of the Companies Act, 2013. (iii) a declaration to the effect that they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolution at item no 4.

Item No: 5

The Company has entered into transactions in financial year 19-20 with the following Related Parties. A statement giving brief summary of these transactions is given below.

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

The Audit Committee & the Board of Directors of the Company have considered these Contracts / Arrangement and limits at their respective meetings and ratified and approved the Contracts/ Arrangements with the Related Party (ies) and have also decided to seek ratification and approval of Shareholders pursuant to Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014.

Members are hereby informed that pursuant to second proviso of Section 188 of the Act, 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	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	Mr. T.K Chandiran (Managing Director) Mr. A.C. Vineethkumar (Director), Mrs. Selvi(Whole-Time Director) and Mr. VN Chandrasekeran(Independent Director) are also the directors of the related party.		Rs.100 Crores	

The Board of Directors of the Company recommends the Resolution as set out at Item No.5 in the accompanying Notice for ratification and approval of the members.

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

Item No: 6

In order to include activities permitted to open a trading account with an object to trade in Gold, it is proposed to insert an object to the Memorandum of Association of the Company.

The Board at its meeting held on 05-09-2020 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM.

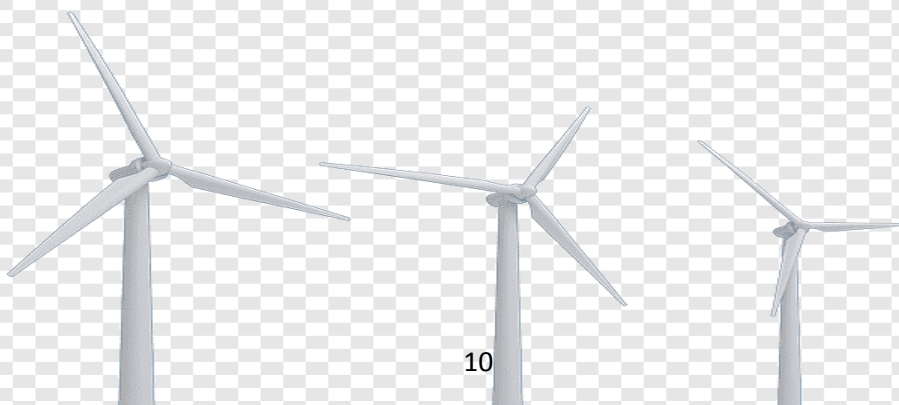


None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions. The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

By order of the Board

Coimbatore
Date: 05-09-2020

sd/-
Srividya.M
Company Secretary
M.No.A58222





ROUTE MAP:



VENUE:

KKV AGRO POWERS LIMITED
Vivagaa Building, 637, Oppanakara Street, Coimbatore - 641001





DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure and privilege in presenting the 8th Annual Report together with the Audited Financial Statements of the M/s. KKV Agro Powers Limited ("the Company") for the Financial Year ended 31st March, 2020.

1. FINANCIAL SUMMARY AND HIGHLIGHTS:

(In ₹)

Particulars	Current Year 2019-2020	Previous Year 2018-2019
Income from Operations	39,28,25,688	8,73,89,460
Gross Receipts (including other Income)	39,33,37,393	8,73,89,460
Total Expenditure before Interest and Depreciation	35,81,71,166	3,87,98,173
Less: Interest and Financial Charges	5,12,990	17,58,680
Less: Depreciation and Amortization	1,20,01,662	1,20,74,267
Profit/(Loss) before taxation for the year	2,26,51,575	3,47,58,340
Less: Current tax Expenses	49,00,000	70,00,000
Less: MAT Credit	(49,00,000)	-
Less: Deferred Tax Liability/Asset	66,70,110	76,02,957
Less : Earlier years	(1,29,78,676)	-
Profit/(Loss) after taxation for the year	2,89,60,141	2,01,55,383

Particulars	Current Year 2019-2020	Previous Year 2018-2019
Transfer to Debenture Redemption Reserve	-	-
Less: Transfer to Reserves	-	-
Less: Dividend paid on Equity Shares	22,67,500	3,62,800
Less: Dividend paid on Preference Shares	2,70,000	2,70,000
Less: Dividend Distribution Tax	5,21,710	1,30,074
Balance carried forward	2,59,00,931	1,93,92,509

STATE OF AFFAIRS OF THE COMPANY:

On 24th March 2020, the Government of India ordered a countrywide lockdown 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 honoured 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 offtake 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.

Operations:

As on 31st March 2020, the operating capacity of the Company was 8.6 MW, consisting of 1 MW of Solar plants and 7.6MW of Wind plants.

The Company has planned to commission a new solar plant in upcoming year which will add 2MW MW to its operating portfolio.

THE HIGHLIGHTS OF THE COMPANY'S PERFORMANCE FOR THE YEAR ENDED MARCH 31, 2020 ARE AS UNDER:

Revenue from Operations to ₹ 39,33,37,393 from ₹8,73,89,460; Net Profits increased to ₹ 2,89,60,141 from ₹ 2,01,55,383;

The Company is making efforts to improve the business and your Directors are optimistic of better performance during the upcoming years.

2. COVID -19:

The Covid-19 outbreak from China was declared a pandemic by World Health Organisation in the last quarter of the financial year, causing a social and economic turbulence. We have taken actions to ensure safety, health and well-being of our employees and their respective families. Covid-19 is seen having an unprecedented impact on people and economies worldwide.

The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. The Company is working towards being resilient in order to sail through the current situation. It is focussed on controlling the fixed costs, maintaining liquidity and closely monitoring the supply chain to ensure that the manufacturing facilities operate smoothly.

In keeping with its employee-safety first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and

quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model.

These are challenging times for the world at large. The outbreak of COVID-19 and its rapid acceleration across the globe are concerning. While the human impact of the virus takes precedence for all of us, we continue to monitor the developments closely and are wary of the adverse impact on our business.

The Covid-19 pandemic may have an extended impact, but this means opportunities as well as challenges. The Board, through its engagement with the management, will guide the Company in recalibrating its growth strategy to address these challenges and to make use of the new opportunities

3. TRANSFER TO RESERVES:

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the year under review.

4. DIVIDEND:

Based on the Company's performance, the Board of Directors are pleased to recommend a Dividend of ₹5.00/- per Equity Share (i.e. 50%) (Previous year 50%) for the Financial Year 2019-2020 subject to the approval of the Shareholders of the Company at the 8th AGM. The Board of Directors has also approved a Dividend of 3% on the Redeemable Cumulative Preference Shares.

The Dividend on Equity and Preference Shares would involve a cash outflow of ₹ 25,37,500/-

5.AMOUNT LYING IN THE UNPAID DIVIDEND ACCOUNT AND TRANSFER TO IEPF:

The details of unpaid dividend Account FY 2020 are as follows:

Financial Year	Amount of unpaid Dividend	Number of Shares
18-19	₹ 25,060	5012

Subsequently, Company paid ₹ 25,000 to respective Shareholders. The details of Unpaid dividends as on June 2020 is mentioned in website of the company at www.kkvagropowers.com.



Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there was no fund which was required to be transferred to Investor Education and Protection Fund (IEPF).

6. SHARE CAPITAL:

During the year under review, there is no change in the Share Capital of the Company.

The Authorized Share Capital of the Company as on March 31,2020 is ₹ 12,00,00,000 divided into 1,10,00,000 Equity Shares of ₹ 10 each aggregating to ₹ 11,00,00,000 and 1,00,000 Preference Shares of ₹100 each aggregating to ₹ 1,00,00,000.

The Paid up Equity Share Capital of the Company as on March 31,2020 is ₹ 1,35,35,000 divided into 4,53,500 Equity Shares of ₹ 10 each aggregating to ₹ 45,35,000 and 90,000 Preference Shares of ₹ 100 each aggregating to ₹ 90,00,000.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Your Company has an optimum combination of Executive and Non-Executive Directors. Your Company is led by an experienced team of Directors alongside a talented management which has vast experience, knowledge, and expertise in this field. Each member in our group contributes to the Company's growth.

Details of changes happened in the composition of Board of Directors during the period under review:

Mrs. C. Renuka (Membership No. 9460) resigned from the office of Company Secretary, Compliance Officer and Chief Financial Officer of the Company with effect from 22-04-2019 and thereafter Mr. C. Arun Kumar (PAN: AU EPA4777G) was appointed as the Chief Financial Officer and Mr. G. Vivek (Membership No. A55386) was appointed as Company Secretary and Compliance Officer of the Company with effect from the same date.

Mr. Bhagavan Mohan (DIN: 05255699) was appointed as Non-Executive Independent Director of the Company for a period of 5 years with effect from 22-04-2019. He was appointed as an Additional

Director upto the date of the 07th AGM. The regularisation of appointment is made at the 07th AGM held on 27-09-2019

Mr. A. Velayutham, Director of the Company, resigned from the Board with effect from 07-06-2019

Mr. G.Vivek (Membership No. A55386) resigned from the office of Company Secretary, Compliance Officer with effect from 9th December 2019 and thereafter Mrs. Srividya.M (Membership No. A58222) was appointed as Company Secretary and Compliance Officer of the Company with effect from 05-03-2020

Mr.Shankarasubramanian was appointed as Chief Executive Officer of the Company with effect from 05-03-2020.

Details of the Appointment / Re-appointment proposed to be made at the AGM:

Mr. T.K. Chandiran, (DIN: 00031091) Managing Director of the Company is liable to retire by rotation at the AGM. The Director being eligible to be re-appointed has given his consent for his reappointment.

Mr. V.N. Chandrasekaran was re-appointed as Independent director for second five years term and the same has been placed in the AGM Notice for members approval

8. BOARD EVALUATION:

Pursuant to the provisions of the Act, the Board has carried out an annual evaluation of its own performance, the individual Directors (including the Chairman) as well as an evaluation of the working of all Board Committees. The performance evaluation was carried out on the basis of inputs received from all the Directors / Members of the Committees, as the case may be. The Independent Directors of the Company have also convened a separate meeting for this purpose. All the results of evaluation have been communicated to the Chairman of the Company/Board of Directors.



9. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to act as Independent Directors under the provisions of the Companies Act, 2013, the relevant rules made thereunder and the SEBI Regulations.

10. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Company's policy on Director's appointment and remuneration and other matters provided in Section 178 of the Companies Act, 2013 has been disclosed in the Corporate Governance Report.

11. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Joint Venture, Subsidiary, or Associate Company.

12. STATUTORY AUDITORS:

M/s. VKS Aiyer & Co. (Firm Reg. No. 000066S), Chartered Accountants, Coimbatore were appointed as Independent Statutory Auditors of the Company for a period of five years from the conclusion of the 6th Annual General Meeting held on 21-09-2018 till the conclusion of the 11th Annual General Meeting.

13. MAINTENANCE OF COST RECORDS:

The maintenance of Cost Records is not applicable as per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

14. COST AUDIT:

Not applicable to the Company as per the provisions of the Companies Act, 2013.

15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The details of Management Discussion and Analysis Report are furnished in **Annexure - 1** to this Report.

16. CORPORATE GOVERNANCE:

Your Company has been practicing the principles of good corporate governance. In terms of Schedule V of the SEBI (Listing obligations and Disclosures Requirements) Regulation, 2015, a separate report on Corporate Governance is furnished as **Annexure - 2** to this report.

17. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal financial control systems are commensurate with the nature of its business and the size and complexity of its operations. The internal control procedures have been planned and designed to provide reasonable assurance of compliance with various policies, practices and statutes in keeping with the organisation's pace of growth and achieving its objectives efficiently and economically.

The internal controls, risk management and governance processes are duly reviewed for their adequacy and effectiveness through periodic audits by the Internal Audit department. Post-audit reviews are also carried out to ensure that audit recommendations are implemented. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems. The ultimate objective being, a Zero Surprise, Risk Controlled Organization.

18. CODE OF CONDUCT:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct applicable to the members of the

Board, the executive officers and all the employees of the Company.

All the members of the Board, the executive officers and senior financial officers have affirmed compliance with the Code of Conduct as on 31st March 2020.



19. DEPOSIT:

During the year under review, the Company has not accepted any Deposits within the meaning of the provisions of Section 2 (31) of the Companies Act, 2013.

20. EXTRACT OF THE ANNUAL RETURN:

An extract of the Annual Return as of 31st March, 2020 pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013 in Form MGT-9 is furnished as **Annexure - 3** to this report. The same is available in our website at www.kkvagropowers.com

21. MEETINGS OF BOARD AND ITS COMMITTEES CONDUCTED DURING THE PERIOD UNDER REVIEW:

The Meetings of Board of Directors of the Company and its Committees are called and convened as per the applicable provisions of the Companies Act, 2013, the relevant Rules made thereunder, the SEBI Listing Regulations, the Secretarial Standards issued by the Institute of Company Secretaries of India and the Principles of Corporate Governance laid down by the Company.

During the year under review, **Five (5)** Meetings of the Board of Directors, **Five (5)** Meetings of the Audit Committee, **Three (3)** Meetings of the Nomination and Remuneration Committee and **One (1)** Meetings of the Stakeholders Relationship Committee were held. Further details of the same have been provided in the **Corporate Governance Report** annexed herewith.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:

During the year under review, the Company has not made any Investment or given any Loan, Guarantee or Security within the meaning of the provisions of Section 186 of the Companies Act, 2013.

23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A) Conservation of energy:

The Company monitors auxiliary consumption at its plants and takes measures to reduce it through use of energy efficient appliances, prudent use of resources, natural ventilation, etc.

- (i) The steps taken or impact on conservation of energy:

Strict vigilance is maintained over usage of Energy by constant monitoring and educating the need to conserve energy.

The steps taken by the Company for utilizing alternate sources of energy:

The Company generates energy for captive consumption using environmental friendly wind technology through its windmills and Solar Plant in the States of Tamil Nadu and Andhra Pradesh.

The capital investment on energy conservation equipments: Nil

Technology absorption:

The Company ensures that its equipment vendors share their supplier details, design drawings and train Company personnel in operation and maintenance of the equipment.

The efforts made towards technology absorption:

Technology absorption is a continuous process and the Company has been deriving various benefits which cannot be attributed to any specific area. In all the Company stands to gain on various fronts on account of continuous technology absorption.

- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Nil

In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : Nil

The expenditure incurred on Research and Development: Nil

C) Foreign exchange earnings and Expenditure:

Foreign exchange earnings : Nil

Foreign exchange Expenditure: Nil



24. COMPOSITION OF AUDIT COMMITTEE AND VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Board has constituted an Independent Audit Committee, details of which are enumerated in the Corporate Governance Report. The Company has devised a vigil mechanism in the form of a Whistle Blower Policy in pursuance of provisions of Section 177(10) of the Companies Act, 2013 and the policy is explained in Corporate Governance report and also posted on the website of Company and can be accessed at the link www.kkvagropowers.com. During the year under review, there was no complaint received under this mechanism.

25. INTERNAL AUDITORS:

Pursuant to the Provisions of Section 138 of the Companies Act, 2013 and relevant rules made thereunder your Company has appointed M/s. Suri&Co., Chartered Accountants (FRN: 004283S) as Internal Auditors for the Financial Year 2019-20. The Audit Committee discusses and reviews with the Internal Auditors about the functions and activities of the company at periodic intervals. The Audit Committee then appraises the Board of Directors about the findings, if any.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All transactions with Related Parties are at arm's length and in the ordinary course of business duly approved by the Audit Committee of the Board. The details of material related party transactions at arm's length and in the ordinary course of business are detailed in Form AOC-2 and the same is furnished in **Annexure – 4** to this report.

The Board has formulated Policy on Related Party Transactions and the same is uploaded on the Company's website at <http://kkvagropowers.com/wp-content/uploads/2016/06/POLICY-ON-RELATED-PARTY-TRANSACTIONS.pdf>.

27. RISK MANAGEMENT POLICY:

The Management has devised robust Risk Management Policy considering the nature of

Industry and associated risks pertaining to the Industry. The Management is overseeing the implementation of the Policy on regular basis.

28. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of The Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Shri. Vasudevan G, FCS, of M/s. G. V and Associates, Company Secretaries in Practice, Coimbatore to undertake the Secretarial Audit of the Company. The report of the Secretarial Auditor is furnished as **Annexure – 5** to this report.

29. CORPORATE SOCIAL RESPONSIBILITY:

The Company does not meet the criteria as specified in Section 135 of Companies Act 2013, in relation to Corporate Social Responsibility.

30. PARTICULARS OF REMUNERATION PAID TO KEY MANAGERIAL PERSONNEL:

The information required pursuant to the provisions of Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the remuneration of Directors, Key Managerial Personnel and employees are enclosed as **Annexure – 6** forming part of the report.

31. INSIDER TRADING REGULATIONS:

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992 read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Conduct for prevention of Insider Trading and the Code for Corporate Disclosures ("Code"), as approved by the Board from time to time, are in force by the Company. The objective of this Code is to protect the interest of Shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated



employees and other employees from trading in the securities of the Company at the time when there is unpublished price sensitive information.

32. DEPOSITORY SYSTEM:

As the Members are aware, your Company's Equity Shares are tradable compulsorily in electronic form and your Company has established connectivity with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN allotted to the Company's Equity shares is **INE239T01016**.

33. LISTING WITH STOCK EXCHANGES:

At present the Equity Shares of the Company are listed on the EMERGE-the SME Growth Platform of National Stock Exchange at Mumbai. The Company confirmed that has no dues outstanding to the National Stock Exchange for the year 2019-2020.

34. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

As per the requirements specified in the "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013," the Company has constituted an Internal Complaints Committee and is committed to provide a work environment that is free from sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. There was no complaint received from any employee during the financial year 2019 - 20.

35. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year, there was no change in the nature of business of the company.

However we expanded our business into Bullion Sales, purchase during the year.

36. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

37. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

There was no significant and material order passed by the regulators or courts or tribunal which would impact the going concern status and the Company's operations in future.

38. EXPLANATIONS OR COMMENTS BY THE BOARD ON OBSERVATION MADE BY STATUTORY AUDITORS AND SECRETARIAL AUDITORS

A) Observations made by Statutory Auditors and Secretarial Auditor:

The Company has entered related party transaction with Group Company in the Ordinary Course of business. Through by strict interpretation of Section 188, the provisions are not applicable to the Company. However, as a best practice, shareholders approvals were obtained. As the limit as approved by the shareholders during the last meeting has marginally exceeded, the same placed for ratification of Shareholders during this Annual General Meeting.

B) The other Observations made by the Statutory Auditors and Secretarial Auditor in their Report are self-explanatory and hence the Board of Directors has not commented about the same.

39. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the



following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of profit of the Company for that period;

The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

The Directors had prepared the annual accounts on a going concern basis;

The Directors had laid down Internal Financial Controls are adequate and operating effectively and

The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

40. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There was no instance of fraud identified or reported by the Statutory Auditors during the course of their Audit pursuant to Section 143(12) of the Companies Act, 2013.

41.COMPLIANCE ON SECRETARIAL STANDARDS:

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

42. ACKNOWLEDGEMENT:

Your Directors wish to place on record their deep gratitude and appreciation towards the Company's Suppliers, Customers, Investors, Bankers, Government of India, State Governments and other regulatory authorities for their continued support during the year. Your Directors also acknowledge the commitment and the dedication of the employees at all levels who have contributed to the growth of the Company.

FOR AND ON BEHALF OF THE BOARD

sd/-	sd/-
T.K Chandiran	A.C.Vineethkumar
(DIN: 00031091)	(DIN: 06756745)
Managing Director	Director

Place: Coimbatore

Date: 05-09-2020



MANAGEMENT DISCUSSION AND ANALYSIS

ANNEXURE - 1

I. GLOBAL ECONOMY:

The global economy in Calendar Year ('CY') 2019 has seen one of the slowest growth rates since the 2008 financial crisis.

The International Monetary Fund ('IMF') estimates that the global GDP ('Gross Domestic Product') may have registered 2.9% growth in CY 2019, significantly lower than 3.6% in CY 2018, and that there will be a negative growth of 3% in CY 2020

A slowdown had been anticipated early in the financial year, because of the US-China trade relations, concerns over Brexit and the consequent stress on the global manufacturing and trade.

The biggest calamity was the outbreak of coronavirus in the beginning of CY 2020, which grew from a local problem in China to a global pandemic in a matter of weeks in early CY 2020. Lockdowns in most of the affected countries saved lives but were a huge blow to economic activities and the impact will be felt for a long time to come. To counter the losses and prevent a complete economic breakdown, governments and central banks around the world have unleashed unprecedented amounts of fiscal and monetary support. Nonetheless, warning of a recessionary effect was issued by top analysts. The IMF estimates the world economy to decline by 3% in CY 2020 followed by a recovery and growth of 5.8% in CY 2021. The shape and speed of recovery in the United States ('US') and China will be the key to determining the nature and traction of the global economic recovery.

II. WORLD ECONOMIC OUTLOOK:

During January 2020, Global growth is projected to rise from an estimated 2.9 percent in 2019 to 3.3 % in 2020 and 3.4 % for 2021—a downward revision of 0.1% point for 2019 and 2020 and 0.2 for 2021

compared to those in the October World Economic Outlook (WEO)

In June 2020, Global growth is projected at -4.9 % in 2020, 1.9% points below the April 2020 World Economic Outlook (WEO) forecast. The COVID-19 pandemic has had a more negative impact on activity in the first half of 2020 than anticipated, and the recovery is projected to be more gradual than previously forecast. In 2021 global growth is projected at 5.4 %. Overall, this would leave 2021 GDP some 6½ % points lower than in the pre-COVID-19 projections of January 2020. The adverse impact on low-income households is particularly acute, imperiling the significant progress made in reducing extreme poverty in the world since the 1990s.

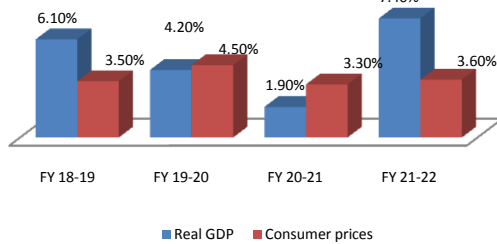
(Source: IMF World Economic Outlook, January 2020)

III. INDIAN ECONOMY:

The Indian economy registered a growth of 4.2% in Financial Year ('FY') 2019-20, much lower than the 6.1% in FY 2018-19 (Source: IMF). Wage stagnation, job losses, rising rural unemployment rates, stressed non-banking financial companies and decline in credit growth caused a sharp drop in domestic demand.

The Government of India undertook initiatives such as liberalising sectors to attract foreign direct investments, upfront capital infusion in public sector banks to alleviate liquidity concerns and reducing corporate tax rates to revive private investments.

Following the Covid-19 outbreak, India implemented one of the strictest nationwide lockdowns in the world early on, in order to keep the infection numbers under control. This has resulted in mass unemployment in the lower income segment and staff downsizing across sectors. The restriction on free movement of goods and people disrupted supply chains and nearly wiped out the demand for non-essential goods and services.



(Source: IMF World Economic Outlook, April 2020)

IV. INDUSTRY OVERVIEW:

In a rapidly developing economy like India, power remains a crucial facilitator for economic growth and social wellbeing. The demand for power continues to grow as a large proportion of the population aspires for a better quality of life. Interestingly, the country’s power sector is one of the most diversified in the world.

Power is generated from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power; and from renewable sources such as wind, solar, agricultural and domestic waste. Coal continues to remain the backbone of the power sector and the economy in general, but there is growing focus on green energy.

V. COMPANY PROFILE:

We develop, build, own, operate and maintain utility scale grid connected solar and wind farm projects and generate revenue through the sale of electricity.

Leveraging our capabilities, we are expanding our project profile in multiple geographies all over India in solar sector.

We have a strong track record of developing, constructing and operating renewable power projects, driven by in-house teams across all stages of the process.

We have a strong project site development team which identifies and selects most suitable sites based on multiple objective criteria, for future project development. We have applied for connectivity at selected wind and solar resource rich sites and is in advance stage of land control and acquisition

VI. STRATEGIC FOCUS OF THE COMPANY:

Our Vision is to enhance our position as a leading independent renewable energy producer in India and executing the following:

- Planned to install additional capacity of 2MW in Solar plants.
- Scrap Gold Aggregation
- Enter into Gold investment products
- Enter into joint ventures with the companies for Gold related products
- Scalable Green Energy Business

VII: RISKS AND CONCERNS

Operating in a dynamic operating scenario, the Company is exposed to various business risks, which may be internal and external. It has put in place a comprehensive risk-management system, tailored to the specific requirements of the business, considering various factors such as size and nature of inherent risks and the Company’s regulatory environment. The risk management system recognises and analyses risks early and takes appropriate action. The Company’s senior management regularly reviews the risk management processes for regular effective risk management and mitigation.

VIII. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate Internal Control System commensurate with its size and operations. Management has overall responsibility for the Company’s Internal Control System to safeguard the assets and to ensure reliability of financial records.



Audit Committee reviews all financial statements and ensures adequacy of internal control systems.

IX. DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Income from Operations of the Company during the Financial Year 2019-20 saw a jump from ₹ 8,73,89,460 to ₹ 39,28,25,688 and the Net Profits for the same period increased from ₹ 2,01,55,383 to ₹2,89,60,141 (ie: 43.68%)

X. SEGMENT REVIEW:

The Company operates under two broad segments viz Power Generation and Purification of Precious Metals. The Company has reported the details and performance under Segment Reporting in the Notes to Financial Statements (Note No. 2.38)

XI. DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS:

There was no significant change in the key financial ratios during the financial year 2019-20





CORPORATE GOVERNANCE REPORT

ANNEXURE - 2

1. PHILOSOPHY ON CODE OF GOVERNANCE:

The fundamental principle of Corporate Governance is achieving sustained growth ethically and in the best interest of all stakeholders. It is not a mere compliance of laws, rules and regulations, but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility.

Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At KKV Agro Powers Limited, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code of Business Principles ('the Code') is an extension of our values and reflects our continued commitment to ethical business practices across our operations. We acknowledge our individual and collective responsibilities to manage our business activities with integrity. Our Code inspires us to set standards which not only meet applicable legislation but go beyond in many areas of our functioning.

To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Board of Directors ('the Board') are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe. The Company has a strong legacy of fair, transparent and ethical governance practices.

2. BOARD OF DIRECTORS:

Composition of Board of Directors as at the close of 31st March 2020:

Category of Directors	No. of Directors
Executive Directors	2
Non-Executive Independent Directors	2
Other Non-Executive Director	1
Total	5



During the Financial Year under review **5 Board Meetings** were held on dates mentioned herein below:

Sl. No.	Date of Board Meeting	Sl. No.	Date of Board Meeting
1.	22.04.2019	4.	04.11.2019
2.	28.05.2019	5.	05.03.2020
3.	02.09.2019		

Particulars of Directors, their attendance at the Annual General Meeting and the Board Meeting detailed above held during the Financial Year 2019-20 and also their other Directorship held in Indian Public Companies and Membership/Chairmanship of various Board Committees of other Indian Public Companies as at 31st March, 2020 are as under:

Name of the Director	Attendance at Meetings during FY 2019-20		No. of Directorship in other public companies as on 31-03-2020	No. of Committee positions held in other public companies as on 31-03-2020	
	Board Meeting (Total 5 Meetings)	AGM		Chairman	Member
Executive Director - Promoter:					
Mr. T. K. Chandiran (DIN:00031091)	5	Yes	2	1	2
Mrs. C. Selvi (DIN:00032962)	5	Yes	2	-	2
Non-Executive Director - Promoter:					
Mr.A.C. Vineethkumar (DIN:06756745)	5	Yes	2	NIL	NIL
Non-Executive Independent Director:					
Mr. V. Chandrasekaran (DIN:07276704)	4	Yes	1	1	2
Mr.B.Mohan (DIN:05255699)	5	Yes	NIL	NIL	NIL
Mr. A. Velayutham* (DIN:07173627)	2	No	NIL	NIL	NIL

***Mr. A Velayutham resigned from the office of Directorship of the Company wef 07-06-2019**



INTER-SE RELATIONSHIPS BETWEEN DIRECTORS OF THE COMPANY:

S. No	Name of the Director	Designation	Inter-se Relationships
1	Mr. T.K Chandiran	Managing Director	Husband of Mrs. C. Selvi and Father of Mr. A. C Vineethkumar
2	Mrs. C. Selvi	Whole-Time Director	Wife of Mr. T.K Chandiran and Mother of Mr. A.C. Vineethkumar
3	Mr. A. C. Vineethkumar	Director	Son of Mr. T.K Chandiran and Mrs. C. Selvi

PARTICULARS OF SHARES HELD BY NON-EXECUTIVE DIRECTOR:

Mr. A.C. Vineethkumar holds 12 Equity Shares in the Company.

There has been no materially significant transaction or relationship between the Company and its Non-Executive Independent Directors during the year.

3. COMMITTEE OF DIRECTORS:

The Board has constituted the following Committees of Directors to deal with matters referred to it for timely decisions:

- A. Audit Committee;
- B. Nomination and Remuneration Committee;
- C. Stakeholders Grievance Committee;

A. AUDIT COMMITTEE

Audit Committee comprises of:

Name of the Director	CATEGORY
Mr. V.Chandrasekaran (Chairman) *	Independent, Non-Executive
Mr. A. Velayutham ** (Member)	Independent, Non-Executive
Mr. T.K. Chandiran (Member)	Managing Director
Mr. B.Mohan (Chairman) ***	Independent, Non-Executive

*Mr.V.Chandrasekaran was chaired the Committee meeting held on 22-04-2019 due to resignation on T.Gnanasekarwef 31-03-2019

**Mr.A.Velayutham was resigned from company wef 07-06-2019



*** Mr.B.Mohan was appointed in the Company wef 22-04-2019 and appointed as Chairman of Audit Committee from 28-05-2019

Particulars of Meetings of Audit Committee held during the year along with details of Members' attendance of audit Committee Meetings are detailed herein:

Attendance of the Audit Committee meeting dated

Name of the Member	Category	Attendance at the Audit Committee Meeting held on				
		22-04-2019	28-05-2019	02-09-2019	14-11-2019	05-03-2020
Mr. B.Mohan	Non-Executive-Independent Director	-	✓	✓	✓	✓
Mr. V.Chandrasekaran		✓	✓	✓	✓	✓
Mr. A. Velayutham		✓*	✓	-	-	-
Mr. T.K. Chandiran	Managing Director	✓	✓	✓	✓	✓

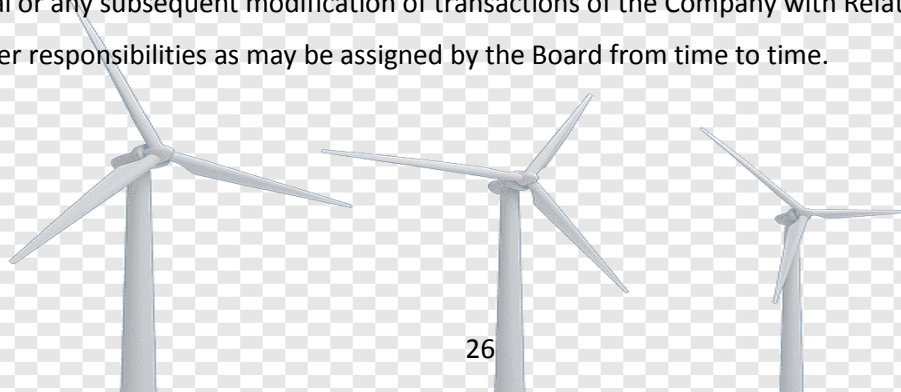
***Attended through Audio Visual means**

Terms of reference:

The scope, functions and the terms of reference of the Audit Committee, is in accordance with Section 177 of the Companies Act, 2013. Below are the scope, functions and the terms of reference of our Audit Committee.

The Role of Audit Committee shall include the following:

1. Providing recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
2. Reviewing and monitoring the Auditors' Independence and Performance, and effectiveness of Audit process;
3. Examining the Financial Statements and the Auditors' Report thereon;
4. Scrutinizing of Inter-Corporate Loans and Investments;
5. Evaluating Internal Financial Controls & Risk Management Systems;
6. Monitoring the end use of funds raised through public offers and related matters;
7. Valuation of undertakings or Assets of the Company, wherever it is necessary;
8. Approval or any subsequent modification of transactions of the Company with Related Parties;
9. Any other responsibilities as may be assigned by the Board from time to time.





B. NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee comprises of:

Name of the Director	CATEGORY
Mr. A. Velayutham(Chairman) *	Independent, Non-Executive
Mr. V.Chandrasekaran** (Member)	Independent, Non-Executive
Mr. T.K. Chandiran (Member)	Managing Director
Mr. B.Mohan (Chairman) ***	Independent, Non-Executive

*Mr.A.Velayutham was resigned from company wef 07-06-2019

**Mr.V.Chandrasekaran was chaired the Committee meeting held on 02-09-2019 due to resignation of A.Velayutham wef 07-06-2019

*** Mr.B.Mohan was appointed in the Company wef 22-04-2019 and appointed as Chairman of Nomination and Remuneration Committee from 05-03-2019

Particulars of Meetings of Nomination and Remuneration (NR) Committee held during the year along with details of Members' attendance of NR Committee Meetings are detailed herein:

Name of the Member	Category	Attendance of the NR Committee meeting dated		
		22-04-2019	02-09-2019	05-03-2020
Mr. B.Mohan	Non-Executive-Independent Director	-	✓	✓
Mr. V. Chandrasekaran		✓	✓	✓
Mr. A. Velayutham		✓	-	-
Mr. T.K.Chandiran	Managing Director	✓	✓	✓

The Company Secretary shall act as the secretary of the Nomination and Remuneration Committee.

Terms of reference:

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013.



Set forth below are the terms of reference, powers and role of our Nomination and Remuneration Committee:

To recommend to the Board, the remuneration packages of the Company's Managing/ Joint Managing/ Deputy Managing/ Whole-Time / Executive Directors, Key Managerial Personnel and other employees including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.

Performance Evaluation Criteria for Independent Directors:

The performance evaluation of the Independent Directors are based on the Companies Act, 2013, SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and as per the policy adopted by the Company. The Committee carried out the evaluation of performance of every Director, KMP and Senior Management Personnel and continued efforts on evaluation at regular intervals is embarked by the Company.

Remuneration:

The Managing Director and Whole-Time Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and in accordance with the provisions of the Companies Act, 2013. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board of Directors on the recommendation of the Committee and shall be within the overall remuneration approved by the Shareholders and Central Government, wherever required.

Remuneration payable to Executive Directors:

The details of the remuneration paid to Executive Directors of the Company during the year ended March 31, 2020 is as under:

Name of the Director & Designation	Salary	Perquisites	Others	Total (Amount in ₹)
Mr. T.K. Chandiran Managing Director	30,00,000	-	-	30,00,000
Mrs. C. Selvi Whole-Time Director	9,00,000	-	-	9,00,000

Remuneration payable to Non-Executive Directors:

The details of sitting fees paid to Non-Executive Directors of the Company during the year ended March 31, 2020 is as under:



Name of the Director & Designation	Sitting fees	Commission	Total (Amount in ₹)
Mr. B.Mohan, Independent Director	20,000	-	20,000
Mr. V.Chandrasekaran, Independent Director	20,000	-	20,000
Mr. A. Velayutham, Independent Director*	5,000	-	5,000

* Mr. A.Velayutham resigned from the Company with effect from 07-06-2019

C. STAKEHOLDERS GRIEVANCE COMMITTEE:

Stakeholders Grievance Committee comprises of:

Name of the Director	CATEGORY
Mr. V.Chandrasekaran(Chairman)	Independent, Non-Executive
Mr. A. Velayutham* (Member)	Independent, Non-Executive
Mr. A.C. Vineethkumar (Member)	Non- Executive Director
Mr. B.Mohan (Member) **	Independent, Non-Executive

* Mr. A.Velayutham resigned from the Company with effect from 07-06-2019

** Mr. B.Mohan was appointed as member in the place of Mr. A Velayutham

Particulars of Meetings of Stakeholders Grievance Committee held during the year along with details of Members' attendance of SR Committee Meetings are detailed herein:

Name of the Members	Category	Attendance of the Stakeholders Grievance Committee meeting dated
		22-04-2019
Mr. V. Chandrasekaran	Non-Executive-Independent Director	✓
Mr. A.Velayutham		✓
Mr. B.Mohan		-
Mr. A. C. Vineethkumar	Non-Executive Director	✓



- a. Name and Designation of Compliance Officer** : Mrs. Srividya.M, Company Secretary
- b. E-mail ID of Grievance Redressal Service Department** : smeipo@kkvagropowers.com,
cs@kkvagropowers.com
- c. Number of Shareholders' Complaints received so far** : Nil
- d. Number not solved to the satisfaction of Shareholders** : Nil
- e. Number of pending complaints** : Nil

Terms of reference:

The scope and function of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act, 2013.

The terms of reference, powers and scope of the Stakeholders Relationship Committee of our Company include:

- 1) Power to approve share transfers;
- 2) Power to approve share transmission;
- 3) Power to issue duplicate shares certificates;
- 4) Power to approve and issue fresh share certificate by way of split or consolidation of the existing certificate or in any other manner.
- 5) To monitor the resolution of all types of shareholders /investors grievances and queries periodically.
- 6) Power to allot shares, equity or preference, fully or partly convertible debentures, or other financial instruments convertible into equity shares at a later date in demat or physical mode, the issue of which has been approved by the Board of Directors of the company.

Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted meeting.

ANNUAL GENERAL MEETING:

The particulars of Annual General Meeting held during the last three years are detailed herein:

Year	Date and Time	Venue	Special Resolution(s)
2016-17	05-09-2017 12.00 Noon	The Rathna Residency, 355, Variety Hall Road, Coimbatore – 641001	NIL
2017- 18	14-09-2018 12.00 Noon	The Rathna Residency, 355, Variety Hall Road, Coimbatore – 641001	1. Reappoint Mr. T. K. Chandiran (DIN: 00031091) as Managing Director for a further period of three years;



			2. Reappoint Mrs. C.Selvi (DIN: 00032962) as Whole-Time Director of the Company for a further period of three years;
2018-19	27-09-2019 12.15 Noon	Hotel Landmark, 353/1, Bharathiar Road, Siddhapudur, New Siddhapudur, Coimbatore -641 044	NIL

POSTAL BALLOT:

No Special Resolution was required to be put through postal ballot during in the last financial year.

MEANS OF COMMUNICATION:

The Company has entered into listing its shares on NSE – EMERGE Platform on 15-07-2016

The Company has displayed the policies, financial results and other items in the website of the Company "www.kkvagropowers.com".

As per Listing Obligation and Disclosure Requirements Regulation 2015 under regulation 47 (4) is not applicable to our Company.

GENERAL SHAREHOLDERS INFORMATION:

ANNUAL GENERAL MEETING:

Day & Date : **Tuesday, 29-09-2020**
Time : 10:00 AM
Venue : Vivagaa Building, 637, Oppanakara Street, Coimbatore - 641001

FINANCIAL CALENDAR

Financial year : 1stApril, 2019 to 31stMarch, 2020
Announcement of Annual Results 2019 – 20 : 27-06-2020
Posting of Annual Reports 2019-20 : On or before 08.09.2020
Last date of receipt of Proxy Forms : 26-09-2020

ANNOUNCEMENT OF FINANCIAL RESULTS:

Half yearly Results: The Half-Yearly Financial Results are generally published within Forty Five days from the end of each half year.

Audited Results: The audited results are announced within sixty days from the end of the last half year as stipulated in SEBI (LODR) Regulations, 2015. The Audited Annual Financial Results form a part of the Annual Report and the same is being sent to the Shareholders prior to the Annual General Meeting.

Website: The Half Yearly and Annual Financial Statements are posted on the Company's website viz. <https://kkvagropowers.com/>



LISTING:

The equity shares of the Company are listed at National Stock Exchange of India Limited on SME Platform.

The National Stock Exchange of India Limited,

Symbol : **KKVAPOW**

ISIN No. : **INE239T01016**

Listing Fee : Annual listing fee to the Stock Exchange paid upto date.

REGISTRAR AND SHARE TRANSFER AGENT:

M/s S.K.D.C Consultants Limited,

Kanapathy Towers, 3rd Floor,

1391/A – 1, Sathy Road, Ganapathy,

Coimbatore – 641 006

Phone: 0422 -654995/2539835-36,

E-mail: info@skdc-consultants.com

DETAILS OF COMPLIANCE OFFICER:

Mrs. Srividya.M

Company Secretary & Compliance Officer

KKV Agro Powers Limited

Vivagaa Building, 637, Oppanakara Street,

Coimbatore - 641 001

Phone: +91-422-2303880

Fax: +91-422-2303881

E-Mail: cs@kkvagropowers.com

SHAREHOLDING PATTERN AS ON 31-03-2020:

Category	No. of Shares held	Percentage of Share Holding
A) Promoter & Promoter Group	3,14,997	69.46%
B) Public	1,38,503	30.54%
C) Non Promoter-Non Public	0	0.00
C1) Shares underlying DRs	0	0.00
C2) Shares held by Employee Trust	0	0.00
Grand Total	4,53,500	100.00



DISTRIBUTION OF SHAREHOLDINGS

Distribution of Shareholders					
S. No	No. of Equity Share	No of Shareholder	% of Shareholder	No. of Share	% of Share
1	1-500	93	70.45	42,902	09.46
2	501-1000	7	05.30	7,000	01.54
3	1001-2000	13	09.85	22,597	04.98
4	2001-3000	7	05.30	18,375	04.05
5	3001-4000	2	01.52	7,028	01.55
6	4001-5000	1	0.76	5,000	01.10
7	5001-6000	2	01.52	11,500	02.54
8	Above 6000	7	05.30	3,39,098	74.78
	Total	132	100.00	4,53,500	100.00

HIGH AND LOW PRICES OF SHARES AND ITS COMPOSITION WITH NSE EMERGE

(In ₹)

Month & Year	NSE EMERGE (SME Platform) - KKV Agro Powers Limited		NSE	
	High	Low	High	Low
April, 2019	336.00	319.20	11856	11549
May, 2019	336.00	336.00	12041	11108
June, 2019	336.00	336.00	12103	11625
July, 2019	336.00	336.00	11982	10999
August, 2019	336.00	336.00	11181	10637
September, 2019	347.55	336.00	11695	10670
October, 2019	330.20	320.00	11945	11090
November, 2019	320.00	320.00	12158	11803
December, 2019	320.00	320.00	12294	11832
January, 2020	320.00	320.00	12431	11930
February, 2020	320.00	320.00	12247	11175
March, 2020	320.00	320.00	11433	7511

DEMAT INFORMATION:

The fully paid-up Equity Shares of the Company are admitted in the demat mode by both the depositories of the country i.e. National Securities Depository Limited & Central Depository Service Limited.



As on 31-03-2020, 100% of the total paid-up Equity Share Capital of the Company has been dematerialised. In view of the numerous advantages offered by the depository system, members have been requested to avail the facility of Dematerialization of the Company's shares.

OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS AND THEIR LIKELY IMPACT ON EQUITY

There are no outstanding warrants or any convertible instruments. The Company has not issued GDR/ADR.

NOMINATION FACILITY

The Companies Act, 2013 has provided the facility of nomination for the Shares of the Company. The nomination form (Form SH-13) along with instructions is provided to the members on request

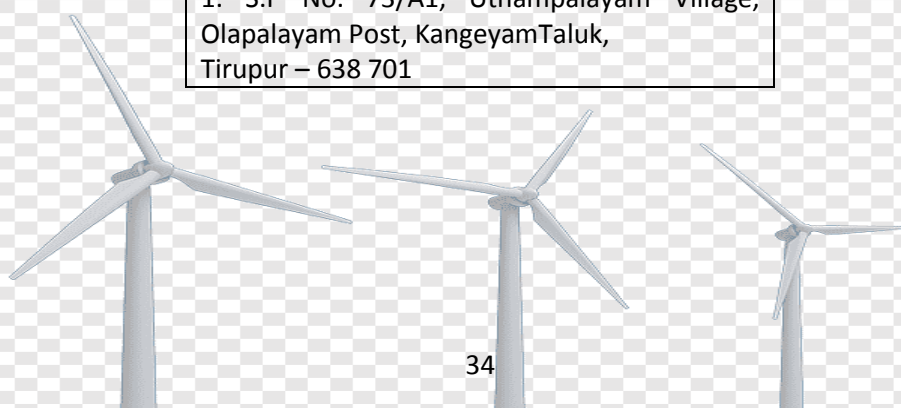
PLANT LOCATIONS:

WIND MILL LOCATIONS

1.	WF.HT.SC No. 195, S.F No. 16/2B, PeriyaKalanthai Village, Pollachi (Tk), Coimbatore – 642 202	2.	WF.HT.SC No. 1221 S.F No. 914/3A OF Udayathoor Village, RadhapuramTaluk, Tirunelveli – 627 111	3.	WF.HT.SC No. 83 (Old No. 428), SF No. 49174, Varapatty Village, Sulur (TK), Coimbatore – 641 669
4.	WF.HT.SC No. 84 (Old No. 429) SF No. 433(A), Vadampacherry Village, Sulur, Coimbatore – 641 669	5.	WF.HT.SC No. 87 (Old No. 432) SF No. 432, Vadampacherry Village, Sulur, Coimbatore - 641 667	6.	WF.HT.SC No. 407 SF No. 27(P) of Puliampatti, Palladam (Tk), Tirupur – 641 658
7.	WF.HT.SC No. 1222 SF. No. 902/1A1(P) of Udayathoor Village, Radhapuram (Tk), Tirunelveli (DT) – 627 111	8.	WTG No.N4,Survey No.378,Thurakala PATNAM Village,RoddamMandal, ThurakalaPatnam, Ananthapur (Dt), Andhra Pradesh, NA, AP340, Roddam, AP, Andhra Pradesh, India, 515 123.	9.	WTG No.N5,Survey No.379,Thurakala Patnam Village,RoddamMandal, ThurakalaPatnam, Ananthapur(dt), Andhra Pradesh, NA, AP340, Roddam, AP,Andhra Pradesh, India, 515 123.

SOLAR SITE LOCATION

1. S.F No. 73/A1, Uthampalayam Village, Olapalayam Post, KangeyamTaluk, Tirupur – 638 701





ADDRESS FOR CORRESPONDENCE

Correspondence Address : The Managing Director/Company Secretary,
KKV Agro Powers Limited,
Vivagaa Building,#637,Oppanakara Street,
Coimbatore - 641 001

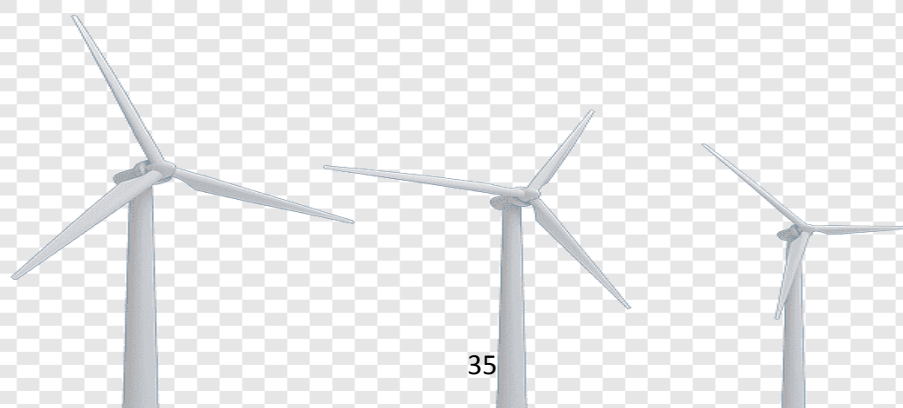
CIN : L40108TZ2012PLC018332

Website : www.kkvagropowers.com

E-mail : cs@kkvagropowers.com

Investors' grievances email id : smeipo@kkvagropowers.com

Phone : 0422 – 2303880





DISCLOSURES:

A) RELATED PARTY TRANSACTION(S):

Details of all the Related Party Transactions are given AOC-2 annexed to this Report.

The Policy on Related Party Transaction as approved by the Board of Directors of the Company is available on the Company's website and can be accessed through the link www.kkvagropowers.com

B) DETAILS OF PENALTIES OR STRICTURES FOR NON-COMPLIANCE IMPOSED BY STOCK EXCHANGE OR THE STATUTORY AUTHORITY:

No penalties, strictures were imposed on the Company by Stock Exchange or SEBI or any Statutory Authorities, on any matter relating to Capital Markets.

C) WHISTLE BLOWER POLICY AND AFFIRMATION THAT NO PERSONNEL HAVE BEEN DENIED ACCESS TO THE AUDIT COMMITTEE:

A Whistle Blower Policy is adopted by the Company. The whistle blower mechanism is in operation and no personnel have been denied access to the Audit Committee.

D) DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS:

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has taken cognizance of the non-mandatory requirements and shall consider adopting the same as and when necessary.

E) DISCLOSURE ON "MATERIAL" SUBSIDIARIES:

The Company has no material subsidiary.

F) WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS IS DISCLOSED:

The Company has framed Related Party Transaction Policy and the same is placed on the Company's website and the web link for the same is <http://kkvagropowers.com/investors/policies/>

G) DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES:

The Company is not undertaking any commodity hedging activities; hence there is no risk of commodity hedging to the Company.

H) DISCLOSURE ON ACCOUNTING TREATMENT:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.



I) DISCLOSURE ON RISK MANAGEMENT:

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

J) CODE FOR PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

K) CODE OF CONDUCT:

The Code of Conduct for the Directors and Senior Management Personnel of the Company has been laid down and posted on the Website of the Company and the web link for the same is <http://kkvagropowers.com/investors/polices/>.

The compliance of the said Code of Conduct by the Directors and Senior Management Personnel for the year 2019-20 has been affirmed by the Chairman and Managing Director.

Declaration:

As provided under the Listing Regulation with the Stock Exchanges, the Board Members and the members of Senior Management have confirmed compliance with the Code of Conduct.

FOR AND ON BEHALF OF THE BOARD

Place: Coimbatore
Date: 05-09-2020

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

sd/-
A.C.Vineethkumar
(DIN: 06756745)
Director





Form No. MGT-9

ANNEXURE - 3

Form No. MGT-9

Extract of Annual Return as on the Financial Year ended on 31st March, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i	CIN	L40108TZ2012PLC018332
ii	Registration Date	05-06-2012
iii	Name of the Company	KKV Agro Powers Limited
iv	Category / Sub Category of the Company	Company limited by Shares Non-Government company
v	Address of the registered office and contact details	Vivagaa Building, # 637, Oppanakara Street, Coimbatore - 641 001 Email id: cs@kkvagropowers.com
vi	Whether listed company	Yes
vii	Name, address and contact details of registrar and transfer agent, if any	M/s. S.K.D.C Consultants Limited, Kanapathy Towers, 3 rd Floor, 1391/A – 1, Sathy Road, Ganapathy, Coimbatore - 641006. Phone:0422-654995, 2539835-36 Fax No.0422-2539837 Mail : info@skdc-consultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business Activities contributing 10% or more of the Total Turnover of the Company shall be stated:-

S. No	Name and description of main products/ services	NIC code(2008)of the product/service	% to total turnover of the company
1	Electric Power generation using Solar Energy	35105	18.24%
2	Retail sale of Jewellery	47733	81.51%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :-

S. No	Name and address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
		Nil			



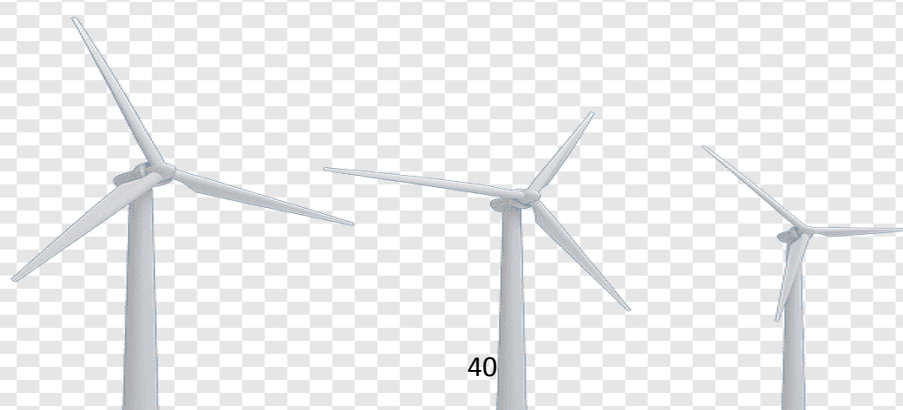
IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

S. No	Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	Promoters									
(1)	Indian									
(a)	Individuals/ HUF	1,95,849	-	1,95,849	43.19	1,95,849	-	1,95,849	43.19	-
(b)	Central/State Govt.	-	-	-	-	-	-	-	-	-
(c)	Bodies corporate	1,19,148	-	1,19,148	26.27	1,19,148	-	1,19,148	26.27	-
(d)	FI/ Banks	-	-	-	-	-	-	-	-	-
(e)	Any other	-	-	-	-	-	-	-	-	-
	Sub-total (A) (1)	3,14,997	-	3,14,997	69.46	3,14,997	-	3,14,997	69.46	-
(2)	Foreign									
(a)	NRIs -Individuals	-	-	-	-	-	-	-	-	-
(b)	Other Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies corporate	-	-	-	-	-	-	-	-	-
(d)	Banks /Financial Institutions	-	-	-	-	-	-	-	-	-
(e)	Any other (Specify)	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A) = (A) (1) + (A) (2)	3,14,997	-	3,14,997	69.46	3,14,997	-	3,14,997	69.46	-
(B)	Public shareholding									
(1)	Institutions									
(a)	Mutual funds	-	-	-	-	-	-	-	-	-
(b)	FI/Banks	-	-	-	-	-	-	-	-	-
(c)	Central/ State Govt.	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	FIs	-	-	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(h)	Others (specify)	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-



S. No	Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(2)	Non-institutions									
(a)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(i)	Indian	16,000	-	16,000	3.53	15,500	-	15,500	3.42	-0.11
(ii)	Overseas	-	-	-	-	-	-	-	-	-
(b)	Individual									
(i)	Holding nominal share capital of ` 1 Lakh	1,13,253	-	1,13,253	24.97	1,20,003	-	1,20,003	26.46	1.49
(ii)	Holding nominal share capital in excess of ` 1 Lakh	-	-	-	-	-	-	-	-	-
(c)	Others	-	-	-	-	-	-	-	-	-
	Non Resident Indian	-	-	-	-	-	-	-	-	-
	Clearing Members	7,000	-	7,000	1.544	500	-	500	0.11	-1.434
	HUF	2,250	-	2,250	0.496	2,500	-	2,500	0.55	0.054
	Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
	Total Public Shareholding (B) = (B) (1) + (B) (2)	1,38,503	-	1,38,503	30.54	1,39,003	-	1,38,503	30.54	0.00
(C)	Shares held by Custodian for GDRs & ADRs									
	Sub-total (C)	-	-	-	-	-	-	-	-	-
(D)	Other than promoters (Not public)	-	-	-	-	-	-	-	-	-
	Individual	-	-	-	-	-	-	-	-	-
	Bodies corporate	-	-	-	-	-	-	-	-	-
	Sub-total (D)	-	-	-	-	-	-	-	-	-
	Grand Total (A) + (B) + (C) + (D)	4,53,500	-	4,53,500	100	4,53,500	-	4,53,500	100	-





ii) Shareholding of Promoters

S. No	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total share	No. of Shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1	Mr. T.K Chandiran	1,75,915	38.79%	-	1,75,915	38.79%	-	-
2	Mrs. C. Selvi	19,910	4.39%	-	19,910	4.39%	-	-
3	Ms. KumudamDhandapani	12	0.03%	-	12	0.03%	-	-
4	Mr. A C Vineethkumar	12	0.03%	-	12	0.03%	-	-
5	M/s. The KTM Jewellery Limited	19,910	8.15%	-	19,910	8.15%	-	-
6	M/s. Space Textiles Private Limited	82,168	18.12%	-	82,168	18.12%	-	-

iii) Change in Promoters' Shareholding

Name of the Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. Mr. T.K CHANDIRAN				
At the beginning of the year	1,75,915	38.79%	1,75,915	38.79%
Increase during the year	-	-	-	-
At the end of the year	1,75,915	38.79%	1,75,915	38.79%
2. Mrs. C. SELVI				
At the beginning of the year	19,910	4.39%	19,910	4.39%
Increase during the year	-	-	-	-
At the end of the year	19,910	4.39%	19,910	4.39%
3. Mr. A C VINEETHKUMAR				
At the beginning of the year	12	0.003%	12	0.003%
Increase during the year	-	-	-	-
At the end of the year	12	0.003%	12	0.003%
4. Ms. KUMUDAM DHANDAPANI				
At the beginning of the year	12	0.003%	12	0.003%
Increase during the year	-	-	-	-
At the end of the year	12	0.003%	12	0.003%



Name of the Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5. M/s. THE KTM JEWELLERY LIMITED				
At the beginning of the year	36,980	8.15%	36,980	8.15%
Increase during the year	-	-	-	-
At the end of the year	36,980	8.15%	36,980	8.15%
6. M/s. SPACE TEXTILES PRIVATE LIMITED				
At the beginning of the year	82,168	18.12%	82,168	18.12%
Increase during the year	-	-	-	-
At the end of the year	82,168	18.12%	82,168	18.12%

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters, and holders of GDRs and ADRs):

Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. Mrs. M UMADEVI				
At the beginning of the year	-	-	-	-
Increase during the year	9,125	2.01%	9,125	2.01%
At the end of the year	9,125	2.01%	9,125	2.01%
2. Mr. KAPIL CHOPRA				
At the beginning of the year	8,500	1.87%	8,500	1.87%
Increase during the year	-	-	-	-
At the end of the year	8,500	1.87%	8,500	1.87%
3. M/s. PRACHUR MERCHANTS PRIVATE LIMITED				
At the beginning of the year	6,500	1.43%	6,500	1.43%
Increase/Decrease during the year	-	-	-	-
At the end of the year	6,500	1.43%	6,500	1.43%
4. Mr. GANESH RAMANATHAN				
At the beginning of the year	6000	1.32%	6000	1.32%
Increase during the year	-	-	-	-
At the end of the year	6000	1.32%	6000	1.323
5. M/s. GROW WEALTH CONSULTANTS PVT LTD				
At the beginning of the year	5500	1.21%	5500	1.21%
Increase during the year	-	-	-	1.21%
At the end of the year	5500	1.21%	5500	1.21%
6. Ms. VARADHARAJAN DEVIKA				
At the beginning of the year	2,500	0.55%	2,500	0.55%



Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Increase/Decrease during the year	2,500	0.55%	5,000	1.10%
At the end of the year	5,000	1.10%	5,000	1.10%
7. Mr. RENGASAMY S				
At the beginning of the year	2,500	0.55%	2,500	0.55%
Increase during the year	1,250	0.28%	3,750	0.83%
At the end of the year	3,750	0.83%	3,750	0.83%
8. Mr. KRISHNAMURTHY CHANDRASEKAR				
At the beginning of the year	3,278	0.72%	3,278	0.72%
Increase during the year	-	-	-	-
At the end of the year	3,278	0.72%	3,278	0.72%
9. Mr. KARTHIKEYAN C S				
At the beginning of the year	3,000	0.66%	3,000	0.66%
Increase/Decrease during the year	-	-	-	-
At the end of the year	3,000	0.66%	3,000	0.66%
10. Mr. SUGUMARAN R				
At the beginning of the year	2,875	0.63%	2,875	0.63%
Increase/Decrease during the year	-	-	-	-
At the end of the year	2,875	0.63%	2,875	0.63%

v) Shareholding of Directors and Key Managerial Personnel

Name of the Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. Mr. T.K CHANDIRAN				
At the beginning of the year	1,75,915	38.79%	1,75,915	38.79%
Increase during the year	-	-	-	-
At the end of the year	1,75,915	38.79%	1,75,915	38.79%
2. Mrs. C. SELVI				
At the beginning of the year	19,910	4.39%	19,910	4.39%
Increase during the year	-	-	-	-
At the end of the year	19,910	4.39%	19,910	4.39%
3. Mr. A C VINEETHKUMAR				
At the beginning of the year	12	0.003%	12	0.003%
Increase during the year	-	-	-	-
At the end of the year	12	0.003%	12	0.003%
4. Mr. ARUN KUMAR C				



At the beginning of the year	500	0.11%	500	0.11%
Increase during the year	-	-	-	-
At the end of the year	500	0.11%	500	0.11%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment:

(in ₹)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	69,41,359	-	-	69,41,359
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	69,41,359	-	-	69,41,359
Change in Indebtedness during the Financial Year				
• Addition	-	-	-	-
• Reduction	69,41,359	-	-	69,41,359
Net Change				
Indebtedness at the end of the Financial Year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Director and/or Manager:

S. No	Particulars of Remuneration	MANAGING DIRECTOR	WHOLE-TIME DIRECTOR	Total Amount (in ₹)
		Mr. T.K CHANDIRAN	Mrs. C.SELVI	
1.	Gross salary:			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	30,00,000	9,00,000	39,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit	-	-	-



	- Others, specify			
5.	Others, (specify)	-	-	-
	Total (A)	30,00,000	9,00,000	39,00,000
	Ceiling as per the Act		-	

B. Remuneration to other Directors:

Particulars of Remuneration	Mr.B.MOHAN	Mr. V.N.CHANDRASEKARAN	Mr. A.VELAYUTHAM *	Total Amount (₹)
1.Independent Directors				
Fee for attending board/ committee meetings Commission	20,000	20,000	5,000	45,000
• Others, please specify				
Total (1)	20,000	20,000	5,000	45,000
2. Other Non-Executive Directors				
• Fee for attending board/ committee meetings	-	-	-	-
• Commission				
• Others, please specify				
Total (2)	-	-	-	-
Total (B) + (1 + 2)	20,000	20,000	5,000	45,000
Total Managerial Remuneration	20,000	20,000	5,000	45,000
Overall Ceiling as per the Act			NA	

*Mr. A.Velayutham resigned from the office wef 07-06-2019

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

S. No	Particulars of Remuneration	Key Managerial Personnel				Total Amount (₹)
		Mr. Shankarasubramania n*	Ms. Srividya.M *	Mr. Arunkumar C	Mr.G.Vivek **	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax	15,00,000	5,04,000	6,60,000	4,56,000	
2.	Stock Option				-	-



3.	Sweat Equity				-	
4.	Commission - as 0.05 % of profit - Others, specify			11,326		
	Total	15,00,000	5,04,000	6,71,326	4,56,000	31,20,000

*Mr. Shankarasubramanian and Ms. Srividya.M were appointed in 05-03-2020

** Mr. G.Vivek resigned from office wef 09-12-2019

VII. PENALTIES/ PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			Nil		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			Nil		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			Nil		
Punishment					
Compounding					

FOR AND ON BEHALF OF THE BOARD

Place: Coimbatore
Date: 05-09-2020

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

sd/-
A.C.Vineethkumar
(DIN: 06756745)
Director



FORM AOC - 2

ANNEXURE - 4

Form No.AOC-2

(Pursuant to clause(h) of sub section(3) of section 134 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangement or transaction at arm's length basis:

Duration of transactions : 2019-2020
Date(s) of approval by the Board : 02-09-2019
Amount paid as advance : Nil

S.No	Name of the Related Party	Nature of Transactions	Value of Transaction (in ₹)
1	The KTM Jewellery Limited	Sale of Electricity	4,84,35,639
2	Space Textiles Private Limited	Sale of Electricity	1,45,03,416
3	The KTM Jewellery Limited	Sale of Ornaments	29,79,19,821
4	The KTM Jewellery Limited	Processing of Precious Metals	57,33,170
5	SCM Global Brands Private Limited	Royalty Fees Paid	19,27,353
6	SCM Global Brands Private Limited	Sale of Agricultural Products	2,11,270

2. Details of contracts or arrangement or transaction not at arm's length basis: **Not Applicable**

FOR AND ON BEHALF OF THE BOARD

Place: Coimbatore
Date: 05-09-2020

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

sd/-
A.C.Vineethkumar
(DIN: 06756745)
Director



SECRETARIAL AUDIT REPORT

ANNEXURE - 5

To

The Members,
KKV Agro Powers Limited,
Vivagaa Building, No. 637,
Oppanakara Street,
Coimbatore -641001

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For G.V and Associates
Company Secretaries

-sd

G. Vasudevan
Partner
FCS No.:6699
C P No.:6522

Date: 05-09-2020

Place: Coimbatore



FORM NO. MR-3
SECRETARIAL AUDIT REPORT
OF
KKV AGRO POWERS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST March, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
KKV Agro Powers Limited,
Vivagaa Building, No. 637,
Oppanakara Street,
Coimbatore – 641001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. KKV Agro Powers Limited (CIN:L40108TZ2012PLC018332)**, a listed entity, listed in NSE Emerge (SME Platform) having its registered office at Vivagaa Building, No. 637, Oppanakara Street, Coimbatore – 641001, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **M/s.KKV Agro Powers Limited (KKVAPL)** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place (with respect to statutory provisions listed hereunder) to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings ; **(Not Applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 (The Company being listed in SME Exchange and its paid-up Equity Share Capital and net worth are less than the limits prescribed under Regulation 15(2) of Securities



- and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015, the applicable Regulations of the said Regulations)
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable to the company during the Audit Period)**
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

 - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the company during the Audit Period)**
 - (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not Applicable to the company during the Audit Period)**
 - (g) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(Not Applicable to the company during the Audit Period)**
 - (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the company during the Audit Period)**
 - (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable to the company during the Audit Period)**
 - (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the company during the Audit Period)**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1, 2, 3 & 4 issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. subject to the following observations:

(a) The Bank Account for payment of Dividend was opened on 4th October, 2019, which is beyond the 5 days period prescribed under the provisions of the Act from the date of declaration of Dividend (i.e. 27/09/2019) and also Unpaid Dividend Account is not opened and the Unpaid amount has not been transferred within the Specified period.

b) The Company has obtained an omnibus approval for entering into Related Party Transactions for an amount of Rs. 25 Crores at the Annual General Meeting held on 27th September 2019. As against this the company had made transactions aggregating to 32,56,33,512/- during the financial year 2019-20. The excess over the approved limit is subject to ratification at the ensuing Annual General Meeting.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



Adequate notice is given to all Directors to schedule the Board Meetings, agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that during the audit period 2019-20, the Company has hosted the applicable contents required under LODR Regulations in its website (<https://kkvagropowers.com/investors/>) and reportedly, the same has been updated from time to time and the requisite information were made available to the public as required under the law.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with laws, rules, regulations and guidelines mentioned herein above.

For G.V and Associates
Company Secretaries

G.Vasudevan
Partner
FCS No.: 6699
C P No.: 6522

Date: 05-09-2020

Place: Coimbatore

ICSI UDIN: F006699B000655798



PARTICULARS OF REMUNERATION

ANNEXURE - 6

Particulars of Remuneration of Directors and Employees pursuant to Section 197 (12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration) Rules, 2014.

i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;

Sl. No.	Name of the Director	Ratio
1.	Mr. T. K. Chandiran	21.31
2.	Mrs. C. Selvi	6.39
3.	Mr. A.C.Vineethkumar	No Remuneration was paid for the Financial Year 2019-20;
4.	Mr. B.Mohan	No Remuneration was paid for the Financial Year 2019-20 except Sitting Fees;
5.	Mr. V.Chandrasekaran	No Remuneration was paid for the Financial Year 2019-20 except Sitting Fees;

- The median remuneration of employees of the Company was ₹ 1.41 Lakhs.
- For this purpose sitting fees paid to the Directors have not been considered as remuneration.

ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Sl.No.	Name of the Director	% Increase / (Decrease) in remuneration
1.	Mr.T.K.Chandiran	-
2.	Mrs.C.Selvi	-
3.	Mr. Arunkumar.C	-
4.	Mr. Shankarasubramanian	-
5.	Mrs. Srividya.M	-

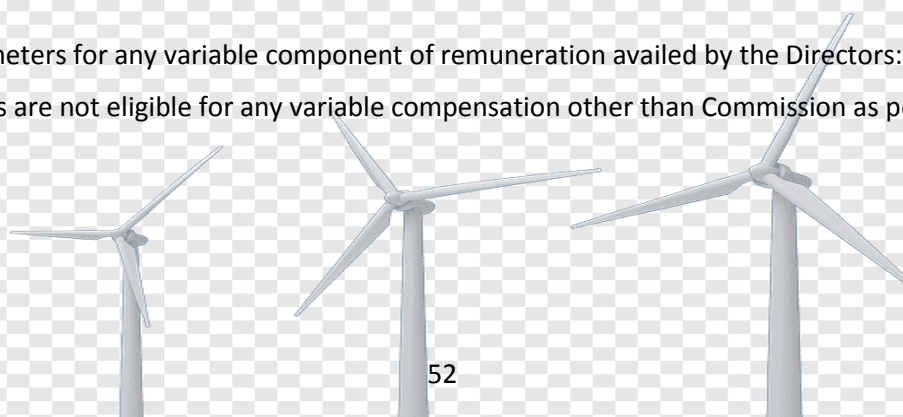
iii) The percentage increase in the median remuneration of employees in the financial year : -0.69%

iv) The number of permanent employees on the rolls of Company : 11

v) We affirm that the remuneration paid to Directors, Key Managerial Personnel and employees is as per the remuneration policy approved by the Board of Directors of the Company.

vi) The Key parameters for any variable component of remuneration availed by the Directors:

The Directors are not eligible for any variable compensation other than Commission as per the provision of the Act.





INDEPENDENT AUDITOR'S REPORT

To the Members of KKV Agro Powers Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of KKV Agro Powers Limited ("the Company") which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounting) Rules, 2014, of the state of affairs of the Company as at March 31, 2020, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.



Information Other than the Financial Statements and Auditor's Report

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, for example, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of our audit report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other information, as stated above, which is expected to be received after the date of our audit report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under applicable laws and regulations.

Responsibility of Management and Board of Directors for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that we reoperating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Management and Board of Directors are also responsible for overseeing the company's financial reporting process.



Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2013, we give in Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2".



- g With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of section 197 of the Act.

- h With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For M/s. VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No.000066S

-Sd

Kaushik Sidartha

Partner

Membership No. 217964

Date: 27-06-2020

Place: Coimbatore

UDIN: 20217964AAAACK3868



ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of KKV Agro Powers Limited (Formerly known as Nachas Wind Energy Private Limited) on the financial statements for the year ended March 31, 2020]

- (i)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company.
- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- (iii) As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii)(a), 3 (iii)(b) and 3 (iii)(c) of the Order are not applicable to the Company.
- (iv) Based on information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act, to the extent applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- (vi) The Central Government has not prescribed the maintenance of cost records for any products of the Company under sub-section (1) of Section 148 of the Act and the rules framed thereunder.
- (vii) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and service tax and any other material statutory dues applicable to it.

AND

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, goods and service tax and any other material



statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.

According to the information and explanation given to us, there are no dues with respect to, income tax, goods and service tax on account of any dispute

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institution(s), bank(s), government(s) or dues to debenture holder(s).
- (ix) The Company has neither raised money by way of public issue offer nor has obtained any term loans. Therefore, paragraph 3(ix) of the order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) According to the information and explanations given to us, managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Section 77 and 188 of the Act, except to the extent stated below,

Nature of the related party relationship and the underlying Transaction	Amount involved (₹)	Remarks
The KTM Jewellery Limited – Company in which KMP has significant influence. Underlying Transaction– Sale of Power and Income from Sales/ Processing charges-Precious Metals	₹ 32,56,33,512	The Company has obtained an omnibus approval for an amount of ₹ 25 Crores at the Annual General Meeting held on 27 th September 2019. As against this the company had made transactions aggregating to ₹ 32,56,33,512/-during the financial year 2019-20. The excess over the approved limit is subject to ratification at the ensuing Annual General Meeting.

the details of the related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.



- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.
- (xvi) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For M/s. VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No.000066S

-Sd

Kaushik Sidartha

Partner

Membership No. 217964

Date: 27-06-2020

Place: Coimbatore

UDIN: 20217964AAAACK3868



ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of KKV Agro Powers Limited (Formerly known as Nachas Wind Energy Private Limited) on the financial statements for the year ended March 31, 2020]

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Controls over Financial Reporting of KKV Agro Powers Limited (Formerly known as Nachas Wind Energy Private Limited) ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (" the Act ")

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2)provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For M/s. VKS Aiyer & Co

Chartered Accountants

ICAI Firm Registration No.000066S

-Sd

Kaushik Sidartha

Partner

Membership No. 217964

Date: 27-06-2020

Place: Coimbatore

UDIN: 20217964AAAACK3868



Balance Sheet as on 31st March, 2020

(In ₹)

Particulars	Note No	As on 31st March 2020	As on 31st March 2019
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
a) Share Capital	2.01	1,35,35,000	1,35,35,000
b) Reserves and Surplus	2.02	18,17,95,243	15,58,94,312
		<u>19,53,30,243</u>	<u>16,94,29,312</u>
(2) Non-current liabilities			
a) Deferred tax liabilities (Net)	2.03	3,70,92,116	3,04,22,005
b) Long term provisions	2.04	3,71,429	2,88,394
		<u>3,74,63,545</u>	<u>3,07,10,399</u>
(3) Current Liabilities			
a) Trade payables	2.05		
(i) Total O/S dues of Micro & Small Enterprises		-	-
(ii) Total Outstanding dues of creditors other than Micro and Small Enterprises		2,98,64,458	-
b) Other Current Liabilities	2.06	40,79,219	2,00,50,336
		<u>3,39,43,677</u>	<u>2,00,50,336</u>
		<u>26,67,37,465</u>	<u>22,01,90,047</u>
II. ASSETS			
(1) Non-current Assets			
a) Fixed Assets	2.07		
- Property, Plant & Equipment		17,45,83,173	18,63,69,040
b) Long Term loans and advances	2.08	2,73,89,694	96,35,459
c) Other Non-Current Assets	2.09	46,71,007	-
		<u>20,66,43,874</u>	<u>19,60,04,499</u>
(2) Current Assets			
a) Inventories	2.10	16,92,193	17,05,116
b) Trade receivables	2.11	1,79,92,669	2,07,05,042
c) Cash and Bank Balance	2.12	3,55,93,592	7,25,448
d) Short Term loans and advances	2.13	34,65,903	4,86,047
e) Other current assets	2.14	13,49,234	5,63,895
		<u>6,00,93,591</u>	<u>2,41,85,548</u>
		<u>26,67,37,465</u>	<u>22,01,90,047</u>

Significant Accounting Policies & Notes form an integral part of the Financial Statements.

As per our report of even date

For VKS Aiyer & Co

Chartered Accountants

ICAI Firm Registration No. 000066S

For and on behalf of the Board of Directors

Sd/-
Kaushik Sidartha
Partner
Membership No. 217964

Sd/-
T.K.Chandiran
Managing Director
DIN: 00031091

Sd/-
C.Selvi
Whole-Time Director
DIN: 00032962

Sd/-
Srividya.M
Company Secretary
ACS - A58222

Place: Coimbatore
Date: 27-06-2020

Sd/-
C. Arun Kumar
Chief Financial Officer



Statement of Profit and Loss for the year ended 31st March, 2020

(In ₹)

Particulars	Note No	2019-20	2018-19
Income			
I. Revenue From Operations	2.15	39,28,25,688	8,73,89,460
I. Other Income	2.16	5,11,705	-
III. Total Revenue (I+II)		39,33,37,393	8,73,89,460
IV. Expenses			
a) Power Generation Expenses	2.17	93,51,790	1,01,53,709
b) Purchase of Stock in Trade	2.18	31,53,54,902	-
c) Change in inventories	2.19	12,923	(6,54,497)
d) Employee benefits expense	2.20	71,72,648	77,70,288
e) Finance costs	2.21	5,12,990	17,58,680
f) Depreciation and amortization expense	2.07	1,20,01,662	1,20,74,267
g) Other expenses	2.22	2,62,78,903	2,15,28,673
Total Expenses		37,06,85,818	5,26,31,120
V. Profit Before Tax (III-IV)		2,26,51,575	3,47,58,340
VI. Less:			
Current tax		49,00,000	70,00,000
MAT Credit entitlement		(49,00,000)	-
MAT Credit entitlement - Earlier year		(1,29,78,676)	-
Deferred tax		66,70,110	76,02,957
VII. Profit for the year (V-VI)		2,89,60,141	2,01,55,383
VIII. Earnings per equity share			
Basic and Diluted (In ₹) face value of ₹ 10 each	2.23	63.14	43.73

Significant Accounting Policies & Notes form an integral part of the Financial Statements.

As per our report of even date

For VKS Aiyer & Co

Chartered Accountants

ICAI Firm Registration No. 000066S

For and on behalf of the Board of Directors

Sd/-
Kaushik Sidartha
Partner
Membership No. 217964

Sd/-
T.K.Chandiran
Managing Director
DIN: 00031091

Sd/-
C.Selvi
Whole-Time Director
DIN: 00032962

Sd/-
Srividya.M
Company Secretary
ACS - A58222

Place: Coimbatore
Date: 27-06-2020

Sd/-
C. Arun Kumar
Chief Financial Officer



Cash Flow Statement for the year ended 31st March, 2020

Particulars	2019-20		2018-19	
	(In ₹)	(In ₹)	(In ₹)	(In ₹)
A.Cash flows from operating activities				
Net profit before taxation and extraordinary items		2,26,51,575		3,47,58,340
Adjustments for:				
Depreciation	1,20,01,662		1,20,74,267	
Interest income	(5,11,705)		-	
Interest expenses	5,12,990	1,20,02,947	17,58,680	1,38,32,947
Operating profit before working capital changes		3,46,54,522		4,85,91,286
- (Increase)/decrease in inventories	12,923		(6,54,497)	
- (Increase)/decrease in Trade Receivables	27,12,374		(1,01,97,324)	
- (Increase)/decrease in loans and advances	(29,84,931)		(15,18,782)	
- (Increase)/decrease in Non-Current assets	(46,71,007)		-	
- (Increase)/decrease in Other Current assets	(7,85,340)		69,75,599	
- (Decrease)/increase in Trade Payables	2,98,64,458			
- (Decrease)/increase in liabilities and provisions	(89,46,723)	1,52,01,754	(1,49,13,510)	(2,03,08,514)
Cash generated from operations		4,98,56,276		2,82,82,773
Income taxes refund/(paid)		(47,75,559)		(63,07,993)
Net cash from / (used) operating activities - (A)		4,50,80,717		2,19,74,780
B.Cash flows from investing activities				
Purchase of Property, Plant & Equipment		(2,15,796)		(66,000)
Interest received		5,11,705		-
Net cash used in investing activities - (B)		2,95,909		(66,000)
C.Cash flows from financing activities				
Repayment of long term borrowings		(69,41,359)		(1,95,63,650)
Dividend Paid including Tax on Dividend		(30,54,135)		(7,62,874)
Interest paid		(5,12,990)		(17,58,680)
Net cash from/(used) in financing activities - (C)		(1,05,08,484)		(2,20,85,204)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		3,48,68,143		(1,76,424)
Cash and cash equivalents at beginning of period		7,25,448		9,01,873
per AS-3		25,007		-
Cash and cash equivalents at end of period (Refer Note No.2.12)		3,55,68,585		7,25,448

Page 1

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3 - Cash Flow Statement.

Significant Accounting Policies & Notes form an integral part of the Financial Statements.

As per our report of even date

For VKS Aiyer & Co

Chartered Accountants

ICAI Firm Registration No.0000665

For and on behalf of the Board of Directors

Sd/-
Kaushik Sidartha
Partner
Membership No. 217964

Sd/-
T.K.Chandiran
Managing Director
DIN: 00031091

Sd/-
C.Selvi
Whole-Time Director
DIN: 00032962

Sd/-
Srividya.M
Company Secretary
ACS - A58222

Place: Coimbatore
Date: 27-06-2020

Sd/-
C. Arun Kumar
Chief Financial Officer



Note no.1

A About the Company

KKV Agro Powers Limited (Formerly Known as Nachas Wind Energy Private Limited) ("The Company") is a listed company domiciled in India and was incorporated under the provisions of the Companies Act, 1956. The registered office of the company is located at Coimbatore.

The company had converted from a Private limited company to a Public limited company along with change of name of the company from Nachas Wind Energy Private Limited to KKV Agro Powers Limited during the financial year 2015-16. The company had received a fresh Certificate of Incorporation consequent to change of its name from the Registrar of companies on 18-05-2015. The company has been listed on the SME platform of the National Stock Exchange of India Ltd (NSE Emerge) from financial year 2016-17.

Nature of operations:

KKV Agro Powers Limited is an Independent power producer engaged in the generation, transmission, distribution of power. It has an installed capacity of 8.6 MW that includes 7.6 MW wind power and 1 MW Solar power. The company has two other divisions under its roof, i.e Jewelry Manufacturing (Sale of Gold Coins and Purification Charges) and Agriculture.

B SIGNIFICANT ACCOUNTING POLICIES:

i) a Basis of Preparation:

The financial Statements have been prepared to comply in all material respects with the accounting standards specified under section 133 of the Companies Act read with rule 7 of the companies (Accounting Standards) Rules, 2014 and the relevant provisions of the companies Act, 2013. The Financial Statements have been prepared under the historical cost convention on an accrual basis. This accounting policy has been consistently applied by the company with those used in the previous year.

b Use of Estimates:

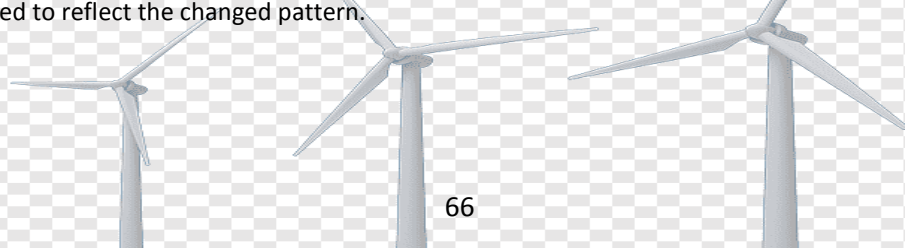
The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of income and expenses during the year. Difference between the actual amounts and the estimates are recognised prospectively in the year in which the events are materialised.

ii) Property, plant & equipment, Depreciation/Amortisation and Impairment:

a Property, plant and equipment (PPE) being Fixed assets are tangible items held for use or for administrative purposes and are measured at cost less accumulated depreciation and any accumulated impairment. Cost comprises of the purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the Management. Financing costs relating to acquisition of assets which take substantial period of time to get ready for intended use are also included to the extent they relate to the period up to such assets are ready for their intended use.

b Items such as spare parts, stand-by equipment and servicing equipment are recognised if they meet the definition of property, plant and equipment. The carrying amount of an item of PPE is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain/ loss arising from derecognition of an item of PPE is included in the statement of Profit & Loss. The gain or loss arising from the derecognition of an item of PPE would be the difference between the net disposal proceeds, if any, and the carrying amount of the item.

c Depreciation on Property, plant and equipment are provided under straight line method as per the useful lives and manner prescribed under Schedule II to the Companies Act, 2013. Where the cost of a part of the PPE is significant to the total cost of the PPE and if that part of the PPE has a different useful life than the main PPE, the useful life of that part is determined separately for depreciation. The depreciation method applied to an asset is reviewed at each financial year-end and if there has been a significant change in the expected pattern of consumption of future economic benefits embodied in the asset, depreciation is charged to reflect the changed pattern.





d The Useful Life prescribed in Schedule II to the Companies Act, 2013,

S.No	Class of Assets	Useful life
1	Buildings	5 Years
2	Plant and Machinery	
	- Wind Power generation plant	22 years
	- Other than continuous process plant	15 years
3	Furniture & Fittings	10 years
4	Motor Vehicles	8 years
5	Office Equipments	5 years
6	Computers	3 years
7	Electrical fittings	10 years

e As at each Balance sheet date, the carrying amount of assets is tested for impairment so as to determine
i) The provision for impairment loss, if any, required or
ii) The reversal, if any, required of impairment loss recognized in previous periods. Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

iii Investments:

- a Long Term Investments are stated at cost.
- b Current Investments are carried at lower of cost and fair value as on the Balance Sheet date.
- c Provision for diminution in value of long-term investments is made, if the diminution is other than temporary.

iv Inventories:

- a Inventories are valued at lower of cost and estimated net realizable value on FIFO basis.
- b Stores and spares which do not meet definition of PPE are accounted as inventories.

v) Foreign Currency Transaction :

- a Foreign Currency Transactions are recorded at exchange rates prevailing on the date of such transaction.
- b Exchange differences arising on settlement on transactions of monetary items are recognised as income / expense in the Statement of Profit & Loss in the period in which it arises.
- c Foreign Currency assets and liabilities at the year end are realigned at the exchange rate prevailing at the year end and the difference on realignment is recognized in the Statement of profit & Loss.
- d Premium / Discount in respect of Forward contract are amortized as expense / income over the period of contract. Exchange difference arising on forward contracts between the exchange rate on the date of the transaction and the exchange rate prevailing at the year end is recognized in the Statement of Profit & Loss.

vi Revenue Recognition:

- a Revenue is generally recognized and expenditure is accounted for on their accrual except those with significant uncertainties.
- b Revenue from Sale of goods is recognized when the risk and rewards of ownership are passed on to the customers.
- c Insurance claims are accounted, as and when settled or received.
- d Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

vii Taxes on Income:

- a Current Tax on income is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income tax act 1961, and based on the expected outcome of assessments/appeals.
- b Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets on business loss and unabsorbed depreciation are recognized and carried forward to the extent that there is virtual certainty that sufficient taxable income will be available against which such deferred tax asset can be realised.
- c Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India,



the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

viii) Employee Benefits:

- a Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- b Payments to defined contribution schemes are charged as expense as and when incurred.
- c Post employment and other long term, benefits, which are defined benefit plans, are recognised as an expense in the Statement of Profit and Loss for the year in which the employee has rendered service. The expense is recognised based on the present value of the obligation determined in accordance with Accounting Standard 15 on "Employee Benefits". Actuarial gains & losses are charged to the Statement of Profit and Loss.
- d Termination benefits are recognised as an expense, as and when incurred.

ix) Borrowing Cost:

- a Interest and other related costs, including amortized costs of borrowings related to the project or acquisition of qualifying assets are capitalized as part of the respective assets. All the other borrowing costs are charged to revenue.
- b A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

x) Earnings per Share:

- a Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity Shareholders by the weighted average number of equity shares outstanding during the period.
- b For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xi) Provisions and Contingencies:

- a A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources would be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined.
- b A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

xii) Leases :

a *Where the company is the lessee*

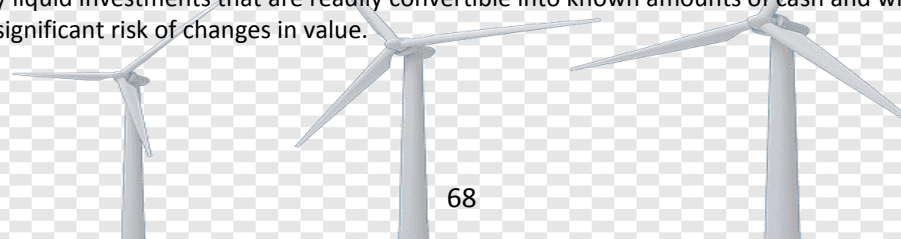
Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

b *Where the company is the lessor*

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Asset subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the statement of profit and loss.

xiii) Cash And Cash Equivalents :

Cash flow is reported using indirect method, whereby net profit before tax is adjusted for the effects of transaction of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow comprises regular revenue generating, investing and financing activities of the company. Cash and cash equivalents in the balance sheet comprise of cash at bank and in hand and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.





2.01 Share Capital

Particulars	As on 31 st March 2020	As on 31 st March 2020	As on 31 st March 2019	As on 31 st March 2019
	Nos	₹	Nos	₹
Authorised				
Equity Shares of ₹ 10/- each	1,10,00,000	11,00,00,000	1,10,00,000	11,00,00,000
3% Redeemable Cumulative preference shares of ₹ 100/- each	1,00,000	1,00,00,000	1,00,000	1,00,00,000
	1,11,00,000	12,00,00,000	1,11,00,000	12,00,00,000
Issued, Subscribed & fully Paid up				
Equity Shares of ₹ 10/- each	4,53,500	45,35,000	4,53,500	45,35,000
3% Redeemable Cumulative preference shares of ₹ 100/- each	90,000	90,00,000	90,000	90,00,000
	5,43,500	1,35,35,000	5,43,500	1,35,35,000

a) Reconciliation of the shares outstanding at the beginning and at end of the reporting period:

Particulars	As on 31 st March 2020		As on 31 st March 2019	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	4,53,500	45,35,000	3,62,800	36,28,000
Add: Issued during the year	-	-	90,700	9,07,000
Less: Bought back during the year	-	-	-	-
Shares outstanding at the end of the year	4,53,500	45,35,000	4,53,500	45,35,000

3% Redeemable Cumulative preference shares:

Particulars	As on 31 st March 2020		As on 31 st March 2019	
	Number	₹	Number	₹
Shares outstanding at the beginning/end of the year	90,000	90,00,000	90,000	90,00,000

b. Terms/rights attached to equity shares :

Voting:

- The company has only one class of equity shares having a par value of ₹10 per share. Each holder of Equity Shares is entitled to one vote per share.

Dividend:

The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

Liquidation:

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Terms/rights attached to Preference Shares :

- The Preference Shares are redeemable at par at any time after the expiry of 3 years from the date of issue i.e., 31-03-2014
- The Preference Shareholders have voting rights only in respect of matters directly affecting the rights of Preference Shareholders.
- The Preference Shareholders have preference on the distribution of the dividend.



d. Details of Shareholder's holding more than 5% of Equity Shares:

Name of Shareholder	Equity Shares			
	As on 31 st March 2020		As on 31 st March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr.T.K.Chandiran	1,75,915	38.79%	1,75,915	38.79%
The KTM Jewellery Limited	36,980	8.15%	36,980	8.15%
Space Textiles Private Limited	82,169	18.12%	82,169	18.12%

e. Details of Shareholder's holding more than 5% of Preference Shares:

Particulars	3% Redeemable Cumulative preference shares:			
	As on 31 st March 2020		As on 31 st March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr.T.K.Chandiran	90,000	100%	90,000	100%

f) During the year 2018-19, The company has issued Bonus Shares in the ratio of 1:4 by capitalisation of Securities Premium. The total number of shares issued is 90,700 having face value of ₹ 10 each.

2.02 Reserves and Surplus

Particulars	As on 31 st March 2020		As on 31 st March 2019	
	₹	₹	₹	₹
Securities Premium				
Opening balance	8,86,70,394		8,95,77,394	
Add: Premium on issue of equity shares	-		-	
Less: Bonus Issue	-		9,07,000.00	
Closing balance		8,86,70,394		8,86,70,394
Surplus in the Statement of Profit & Loss:				
Opening Balance	6,72,23,918		4,78,31,409	
Add : Profit for the year	2,89,60,141		2,01,55,383	
	9,61,84,059		6,79,86,792	
Less: Appropriations				
Dividend on equity shares	22,67,500		3,62,800	
Dividend on Preference Shares	2,70,000		2,70,000	
Dividend distribution tax paid	5,21,710		1,30,074	
Closing Balance		9,31,24,849		6,72,23,918
Total		18,17,95,243		15,58,94,312

2.03 Deferred Tax Liabilities/(Assets) (Net)

Particulars	As on 31 st March 2020	Charged/(reversed) during the year	As on 31 st March 2019
	₹	₹	₹
Deferred Tax Liabilities			
- On fixed assets	4,08,35,960	8,24,429	4,00,11,531
	4,08,35,960	8,24,429	4,00,11,531
Deferred Tax Assets			
- On Business loss and unabsorbed depreciation (Refer Note no.2.25)	12,87,615	(77,95,959)	90,83,574
- On other Differences	24,56,229	19,50,277	5,05,952



	B	37,43,844	(58,45,682)	95,89,526
Net Deferred Tax Liability	A - B	3,70,92,116	66,70,111	3,04,22,005

2.04 Long Term Provisions

Particulars	As on 31 st March 2020	As on 31 st March 2019
	₹	₹
- Provision for gratuity (Refer Note No 2.31 (a))	3,71,429	2,88,394
	3,71,429	2,88,394

2.05 Trade Payables

Particulars	As on 31 st March 2020	As on 31 st March 2019
	₹	₹
(a) Trade Payables	2,98,64,458	-
	2,98,64,458	-

2.06 Other Current Liabilities

Particulars	As on 31 st March 2020	As on 31 st March 2019
	₹	₹
(a) Current maturities of long-term debt	-	69,41,359
(b) Dues to Related Parties (Refer Note No.2.30)	25,55,942	64,38,760
(c) Accrued salaries and benefits	25,000	3,86,600
(d) Statutory dues payable	1,93,367	2,99,381
(e) Unpaid Dividend	25,060	-
(f) Accrued Expenses Payable	12,79,850	59,84,236
	40,79,219	2,00,50,336





2.07 Fixed Assets

Particulars	Gross Block				Depreciation				(in ₹)
				Net Block					
	As on 1st April 2019	Additions	Deletions	As on 31st March 2020	As on 1st April 2019	For the Year	With drawn	As on 31st March 2020	As on 31st March 2020
Property, Plant & Equipment									
Land	28,77,423	-	-	28,77,423	-	-	-	-	28,77,423
Building	7,13,132	-	-	7,13,132	6,44,065	33,410	-	6,77,475	35,657
Plant and Machinery	22,30,40,240	-	-	22,30,40,240	4,18,77,744	1,13,85,410	-	5,32,63,154	16,97,77,086
Furniture & Fittings	57,850	-	-	57,850	37,310	6,580	-	43,890	13,960
Motor Vehicles	37,77,149	-	-	37,77,149	20,87,493	4,48,725	-	25,36,218	12,40,931
Office Equipments	1,38,438	1,63,404	-	3,01,842	76,974	37,331	-	1,14,305	1,87,537
Computers	4,77,488	52,392	-	5,29,880	4,07,898	30,750	-	4,38,648	91,232
Intangible	18,000	-	-	18,000	2,140	3,600	-	5,740	12,260
Electrical Fittings	6,08,086	-	-	6,08,086	2,05,143	55,856	-	2,60,999	3,47,087
Total	23,17,07,806	2,15,796	-	23,19,23,602	4,53,38,767	1,20,01,662	-	5,73,40,429	17,45,83,173

Previous Year

Particulars	Gross Block				Depreciation				Net Block
	As on 1st April 2018	Additions	Deletions	As on 31st March 2019	Upto 31st March 2018	For the Year	Withdrawn	Upto 31st March 2019	As on 31st March 2019
Property, Plant & Equipment									
Land	28,77,423	-	-	28,77,423	-	-	-	-	28,77,423
Building	7,13,132	-	-	7,13,132	5,08,570	1,35,495	-	6,44,065	69,067
Plant and Machinery	22,30,40,240	-	-	22,30,40,240	3,04,92,333	1,13,85,411	-	4,18,77,744	18,11,62,496
Furniture & Fittings	57,850	-	-	57,850	30,730	6,580	-	37,310	20,540
Motor Vehicles	37,77,149	-	-	37,77,149	16,38,768	4,48,725	-	20,87,493	16,89,656
Office Equipments	1,38,438	-	-	1,38,438	53,974	23,000	-	76,974	61,464
Computers	4,77,488	-	-	4,77,488	3,90,838	17,060	-	4,07,898	69,590
Intangible	-	18,000	-	18,000	-	2,140	-	2,140	15,860
Electrical Fittings	5,60,086	48,000	-	6,08,086	1,49,287	55,856	-	2,05,143	4,02,943
Total	23,16,41,806	66,000	-	23,17,07,806	3,32,64,500	1,20,74,267	-	4,53,38,767	18,63,69,040



2.08 Long Term Loans and Advances

Particulars	As on 31 st March 2020	As on 31 st March 2019
	₹	₹
Unsecured, considered good		
- Security Deposits	2,19,000	2,19,000
- MAT Credit Entitlement	2,70,25,156	91,46,480
- Advance for Income tax (Net of provisions)	1,45,538	2,69,979
	2,73,89,694	96,35,459

2.09 Other Non-Current Assets

Particulars	As on 31 st March 2020	As on 31 st March 2019
	₹	₹
- Capital Advances	46,71,007	-
	46,71,007	-

2.10 Inventories

Particulars	As on 31 st March 2020	As on 31 st March 2019
	₹	₹
- Renewable Energy Certificate	1,500	4,556
- Precious Metals	16,90,693	17,00,560
	16,92,193	17,05,116

2.11 Trade Receivables

Particulars	As on 31 st March 2020	As on 31 st March 2019
	₹	₹
Unsecured, considered good		
- Over six months		
Unsecured, Considered good	35,28,857	33,21,033
Unsecured, Considered doubtful	81,77,303	15,19,048
Less: Provision for Doubtful debts	81,77,303	(15,19,048)
- Receivables from Related Party	1,44,63,812	1,73,84,009
	1,79,92,669	2,07,05,042

2.12 Cash and Bank Balances

Particulars	As on 31 st March 2020	As on 31 st March 2019
	₹	₹
a) Balances with banks		
- In current accounts	1,55,15,548	6,81,039
b) Cash on hand	78,044	44,409
c) Term deposits with maturity less than 3 months at inception	2,00,00,000	-



d) In Dividend Account	25,007	-
	3,55,93,592	7,25,448

Of the above, the balances that meet the definition of cash and cash equivalents as per AS 3 cash flow statement is

3,55,68,585 **7,25,448**

2.13 Short term loans and advances

Particulars	As on 31 st March 2020	As on 31 st March 2019
	₹	₹
Unsecured, considered good		
- Balances with government authorities	34,52,617	4,19,046
- Staff advance	13,286	67,000
	34,65,903	4,86,046

2.14 Other Current Assets

Particulars	As on 31 st March 2020	As on 31 st March 2019
	₹	₹
Unsecured, considered good		
- Prepaid expenses	7,04,035	4,55,208
- Accrued Income/ Unbilled Revenue	2,25,581	-
- Advance for expenses	4,19,618	1,08,687
	13,49,234	5,63,895

2.15 Revenue from Operations

Particulars	2019-20	2018-19
	₹	₹
Revenue from operations		
Sale of Electricity	6,67,80,782	6,69,19,862
Other operating revenue		
Sale of Renewable Energy Certificates	48,64,550	1,23,40,217
Sales & Processing charges - Precious Metals	32,01,94,451	67,20,175
Sale of Agro Products	9,85,905	14,09,206
	39,28,25,688	8,73,89,460

2.16 Other Income

Particulars	2019-20	2018-19
	₹	₹
Interest on Fixed deposit	5,11,705	-
	5,11,705	-



2.17 Power Generation Expenses

Particulars	2019-20	2018-19
	₹	₹
Transmission & Wheeling Charges	56,02,023	52,44,634
Operation & Maintenance Charges	17,68,207	17,49,487
Self Generation Tax	9,96,309	11,04,445
System Operating Charges	3,15,327	3,26,733
Other Operating power generating expenses	6,51,277	17,23,696
REC Application & Trading Fees	18,647	4,714
	93,51,790	1,01,53,709

2.18 Purchase of Stock in Trade

Particulars	2019-20	2018-19
	₹	₹
Bullion Purchase	31,53,54,902	-
	31,53,54,902	-

2.19 Change in inventories

Details of changes in Inventory

Inventory at the end of the year

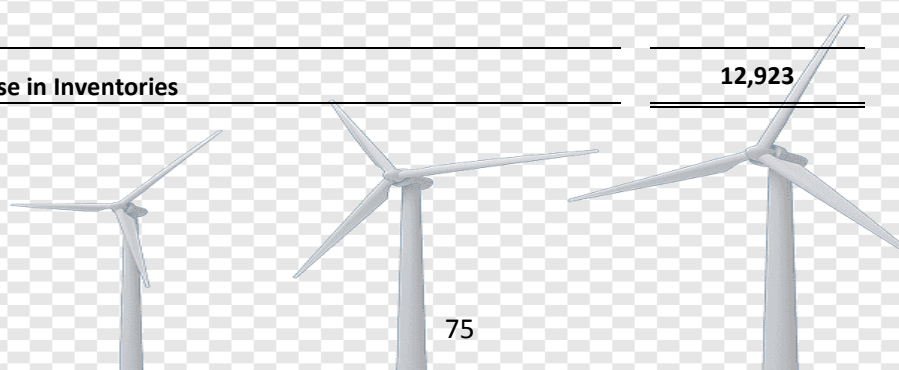
Particulars	2019-20	2018-19
	₹	₹
Renewable Energy Certificates	1,500	4,556
Precious Metal	16,90,693	17,00,560
	16,92,193	17,05,116

Inventory at the beginning of the year

Particulars	2019-20	2018-19
	₹	₹
Renewable Energy Certificates	4,556	41,017
Precious Metal	17,00,560	10,09,602
	17,05,116	10,50,619

(Increase)/decrease in Inventories

	12,923	(6,54,497)
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2.20 Employee benefits expense

Particulars	2019-20	2018-19
	₹	₹
Salaries, Wages & Bonus	30,03,427	34,88,776
Director's Remuneration	39,00,000	39,00,000
Provident & Other Funds	1,47,337	1,73,069
Gratuity Expenses	83,035	86,280
Staff welfare expenses	38,849	1,22,163
	71,72,648	77,70,288

2.21 Finance Cost

Particulars	2019-20	2018-19
	₹	₹
Interest on Term Loan	1,62,837	16,42,680
Gold Metal Loan Interest	2,04,032	-
Other borrowing costs	1,46,121	1,16,000
	5,12,990	17,58,680

2.22 Other Expenses

Particulars	2019-20	2018-19
	₹	₹
Purification Expenses & Stores and Consumables	52,29,725	66,74,246
Agriculture Expenses	5,99,382	5,16,920
Contract payments Charges	5,31,806	3,44,814
Repair & Maintenance		
- Plant & Machinery	1,41,600	2,13,893
- Vehicles	-	48,017
- Others	4,65,573	73,300
Annual Maintenance Charges	82,98,113	84,17,196
Professional Charges	4,25,593	9,13,761
Insurance	4,69,841	4,22,192
Rent	1,43,505	1,13,505
Royalty Expenses	19,66,687	4,50,119
Travelling Expenses	93,970	2,23,535
Donation	1,55,000	30,000
Rates & taxes	76,113	45,288



Rebate & Discounts	-	88,702
Auditor's Remuneration	4,46,500	4,10,000
Provision for Doubtful Debts	66,58,255	15,19,048
Directors' Sitting Fee	45,000	60,000
Registration Expenses	-	2,23,200
Other Administrative Expenses	5,32,239	7,40,936
	2,62,78,903	2,15,28,673
	2019-20	2018-19
Payments to the auditor as (Excluding Service tax / GST)*	₹	₹
(a) As Auditor		
- Statutory Audit	3,60,000	3,25,000
- Tax Audit	75,000	60,000
(b) For Company Law Matters	-	10,000
(b) For reimbursement of expenses	11,500	15,000
	4,46,500	4,10,000

2.23

Earnings per share:

Particulars	2019-2020	2018-2019
	₹	₹
Profit After Tax	2,89,60,141	2,01,55,383
Less :		
Dividend on Preference shares	2,70,000	2,70,000
Dividend on distribution tax	55,512	55,512
Net profit for the period attributable to equity shareholders	2,86,34,629	1,98,29,871
Equity Shares of ₹10 each (Nos)	4,53,500	4,53,500
Weighted Average No. of Shares Outstanding	4,53,500	4,53,500
Earnings Per Share (Basic & Diluted) (in ₹)	63.14	43.73

2.24 Expenditure in foreign currency - NIL

2.25 Earnings in foreign currency - NIL

2.26 **Commitments and Contingent Liabilities:**

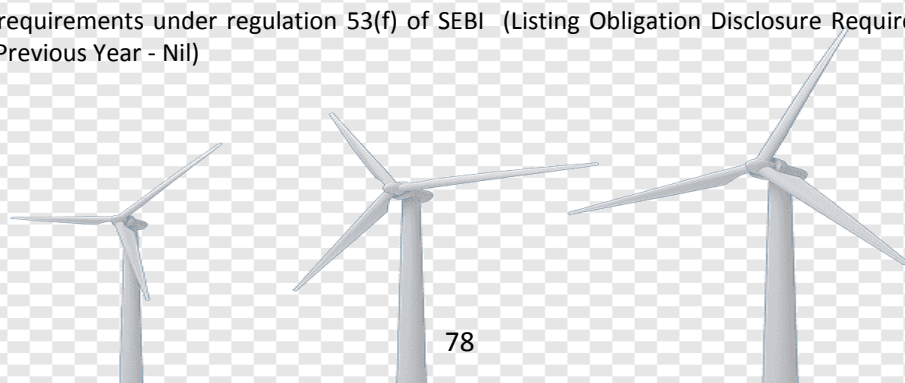
Particulars	As on 31st March 2020	As on 31st March 2019
	₹	₹
Dividend on Cumulative Preference Shares	2,70,000	2,70,000
Dividend Distribution tax on the above	55,512	55,512



- 2.27 The Company has recognised deferred tax asset in line with the requirements of AS-22. Deferred tax asset has been recognised on unabsorbed depreciation and carry forward of business losses under tax laws to the extent that there is virtual certainty supported by power purchase agreement entered into by the Company for sale of wind and solar power.
- 2.28 In view of the additional line of business pursued during the year and which is likely to continue in future, the MAT credit for current and earlier years aggregating to ₹.2,70,25,156/- has been considered in the books of account during the year based on the certainty of utilizing the same against the tax payable under the normal computation in accordance with the provisions of Income Tax Act,1961.
- 2.29 **DETAILS OF AP TRANSCO LEGAL DISPUTE –**

The Andhra Pradesh government on July 1, 2019 had directed a high-level committee to renegotiate Power Purchase Agreements (PPAs) and submit report to the state in 45 days. Later on July 12, 2019 the Southern Andhra Power Distribution Company sent letters to 139 power plants asking wind plant to revise tariff from ₹4.25 to ₹ 2.43/2.44 retrospectively. Total of 82 companies through Indian Wind Power Association which includes KKV Agro Powers Ltd filed a writ petition with High Court of Andhra Pradesh at Amravati on July 25, 2019 seeking renegotiation of wind power by Andhra Pradesh government. The High Court passed Order on September 24, 2019 dismissing the writ petition in favour of the Andhra Pradesh Government. The High Court also agreed with the State Government making an interim payment at ₹.2.43 to ₹ 2.44 per Unit which amounts to ₹.77,87,625/- received by KKV Agro Powers Limited. In Sep 2019 the India Wind Power Association has further applied to APERC (Andhra Pradesh Electricity Regulatory Commission) for further review of the Power Purchase Agreements (PPAs) and pending such review an amount of ₹ 66,58,255/- has been provided for as Provision for Bad & Doubtful Debts in the books of accounts towards the balance amount receivable in connection with the said case.

- 2.30 KKV Agro Powers Limited cares about the nature and the environment. Solar energy is a non-polluting and renewable and free. More renewable energy will offset the carbon footprint by few tons of CO₂, which is equal to planting few acres of trees. The company has identified the power demand in the country and decided to venture in to the new project. The company is planning a new solar project at Thogamalai, Karur in the state of Tamil nadu, with a proposed power plant capacity of 2400 KWP. It is proposed to adopt Solar Photovoltaic technology for third power sale mode. The solar panels will be ground mounted and will require 10 acres of land. The proposed solar power plant is designed to generate power to the maximum possible extent given the geographical location and technology adopted. The proposed cost of the project is INR 7.85 crs exclusive of land registration cost. On an average the proposed solar project is expected to generate 10,000 units per day, at a cumulative rate of 36 lakhs units solar power per annum will be generated from this 2400 KWP solar project. The Power Purchase Agreement will be entered into at the prevailing market price at the time of project commission. The company is confident that this new project will generate additional revenue for the company.
- 2.31 Inventory includes Renewable Energy Certificates (REC) held for sale and Stock of Precious Metals (Silver) which is valued at Cost or Net realisable value whichever is lower.
- 2.32 The company does not meet any of the criteria as specified in section 135 of the companies act, 2013 in relation to Corporate social responsibility.
- 2.33 The Board has not recommended any dividend for the year. During the previous year, the Board recommended a preference dividend amounting to ₹ 2,70,000 (3% on the face value of ₹ 90,00,000/-) together with the Dividend Distribution Tax totalling to ₹ 3,25,512 and Equity Dividend of ₹ 5 per share, (50% on the face value of ₹ 10/-) aggregating to ₹ 22,67,500/- on the equity shares of the company, together with the Dividend Distribution Tax totalling to ₹ 27,33,698/-.
- 2.34 **Disclosure as required under section 186(4) of the Companies Act, 2013**
Loans given and Guarantees furnished by the company: Nil (Previous year: Nil).
- 2.35 Disclosure requirements under regulation 53(f) of SEBI (Listing Obligation Disclosure Requirement) regulation, 2015 - Nil (Previous Year - Nil)





2.36 (i) List of Related Parties with whom transactions have taken place during the year FY 2019 - 20 and FY 2018 - 19 and relationship.(As identified by the management and relied upon by Auditors).

(a) Holding Company:

NIL

(b) Key Management Personnel:

- Mr.T.K.Chandiran Ms.C.Selvi

(c) Others: (Relatives & Enterprise over which Key Management Personnel are able to exercise significant influence).

- The KTM Jewellery Limited - Gajaanandha Jewellery Maart Limited
- Space Textiles Private Limited - KKV gold N retail Limited
- SCM Global Brands Private Limited - SCM garments private Limited
- KKV Chakra Limited - Shivam Traders
- Mr.Vinayagam

(ii) Related Party Transactions:

(In ₹)

Nature of Transactions	2019-2020		2018-2019	
	Key Management Personnel	Other Related Parties	Key Management Personnel	Other Related Parties
Sale of Power	-	5,56,98,246	-	5,86,49,856
Sales & Processing Charges - Precious Metals	-	30,36,52,991	-	67,20,175
Sale of Agro Products	-	2,11,270	-	61,350
Purchases of Silver	-	-	-	16,32,843
Director's Remuneration	39,00,000	-	39,00,000	-
Preference Dividend	2,70,000	-	2,70,000	-
Equity Dividend	8,79,563	11,91,488	1,40,732	1,90,638
Reimbursement of expenses by/for (Net)	41,822	68,67,583	47,084	73,98,754
Royalty payment	-	19,66,687	-	4,50,119
Rent Paid	-	1,43,505	-	1,28,152
Dues from / (to) Related Parties	-	-	-	-
Opening balance	-	1,09,45,249	-	(2,12,01,974)
Closing balance -	-	-	-	-
Dues from Related Parties	-	1,44,63,812	-	1,73,84,009
Dues to Related Parties	-	(25,55,942)	-	(64,38,760)

Note: The company had obtained an omnibus approval for an amount of ₹.25 Crores for transaction with KTM Jewellery Limited consisting of sale/purchase or supply of any goods/materials, availing or rendering of any services at the previous Annual General Meeting. As against this the company had made transactions aggregating to ₹ 32,56,33,512/-. The excess over the approved limit is subject to ratification at the ensuing Annual General Meeting

2.37 Disclosure under Accounting Standard 15:

Description of the Company's defined benefit plan:

The company operates a defined benefit plan for payment of post employment benefits in the form of gratuity. Benefits under the plan are based on pay and years of service and vested on completion of five years of service, as provided in the Payment of Gratuity Act, 1972. The terms of benefits are common for all the employees of the company.



Particulars	2019-2020	2018-2019
Principal actuarial assumptions used on balance sheet date:		
Discount Rate	7.75%	7.75%
Salary escalation rate	6.00%	6.00%
Attrition Rate	5.00%	5.00%
Expected rate of return on plan Assets	0.00%	0.00%
Mortality	Indian Assured Lives Mortality(2012-14)	
Changes in the present value of the obligation:		
Present Value of Obligations as at the beginning of the period	2,88,394	2,02,114
Interest cost	22,351	15,340
Current service cost	1,09,107	64,976
Benefits paid	-	-
Actuarial (Gains) / Loss on obligation	(48,423)	5,964
Present Value of Obligations as at the end of the period	3,71,429	2,88,394
Changes in the fair value of plan assets:		
Fair value of plan assets as at the beginning of the period	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits paid	-	-
Actuarial Gain/ (Loss) on plan assets	-	-
Fair value of plan assets as at the end of the period	-	-
Amounts recognised in the balance sheet:		
Present value of the obligation	3,71,429	2,88,394
Fair value of plan assets	-	-
(Asset)/Liability	3,71,429	2,88,394
Net (Asset)/Liability recognised in the balance sheet	3,71,429	2,88,394
Expense recognised in the statement of profit and loss :		
Current service cost	1,09,107	64,976
Interest cost	22,351	15,340
Expected return on plan assets	-	-
Net actuarial (gain)/ loss recognised in the year	(48,423)	5,964
Expenses recognised in the statement of profit and loss	83,035	86,280
Past service cost-vested benefits	-	-



Disclosure requirement pursuant to Para 120(n) of AS-15 :	2019-2020	2018-2019	2017-2018	2016-2017	2015-2016
Present value of the obligation	3,71,429	2,88,394	2,02,114	1,43,626	71,717
Plan assets	-	-	-	-	-
Surplus/(Deficit) in plan assets	(3,71,429)	(2,88,394)	(2,02,114)	(1,43,626)	(71,717)
The experience adjustments on plan liabilities	(79,155)	8,809	(776)	(11,624)	(31,356)
The experience adjustments on plan assets	-	-	-	-	-

2.38 Operating Leases:

Future lease payments:

Minimum lease payments upto the end of lease	As on 31st March 2020	As on 31st March 2019
	₹	₹
- Not later than one year	1,38,305	1,98,305
- Later than one year and not later than five years	4,56,020	4,88,420
- Later than five years	4,39,963	5,45,868

2.39 Segment Information:

The company operates under three segments viz. Business of generation & sale of electricity, Jewellery business and Agriculture (grouped under Others Unallocated).

(In ₹)

Particulars	As on 31st March 2020	As on 31st March 2019
1 Segment revenue		
Energy Generation	7,16,45,332	7,92,60,079
Jewellery Business	32,01,94,451	67,20,175
Other Unallocated	9,85,905	14,09,206
Net Sales/income from operation	39,28,25,688	8,73,89,460
2 Segment Expenditure		
Energy Generation	4,54,84,309	4,34,10,595
Jewellery Business	32,08,83,636	66,74,246
Other Unallocated	9,09,809	5,16,920
Total Expenditure	36,72,77,754	5,06,01,761
3 Segment Results		
Energy Generation	2,61,61,023	3,58,49,484
Jewellery Business	(6,89,185)	45,929



Other Unallocated	76,096	8,92,286
Total Segment Profit before Tax	2,55,47,934	3,67,87,699
Other Unallocated Expenditure (Net of Income)	28,96,359	20,29,358
Profit Before Tax	2,26,51,575	3,47,58,340
Less: i) Current Tax	49,00,000	70,00,000
ii) MAT	(49,00,000)	-
iii) MAT Earlier Years	(1,29,78,676)	-
iv) Deferred Tax	66,70,110	76,02,957
Profit after Tax	2,89,60,141	2,01,55,383
4 Segment Assets		
Energy Generation	24,14,61,796	19,93,36,879
Jewellery Business	2,50,35,900	32,61,563
Others Unallocated	2,39,769	1,75,91,605
Total Assets	26,67,37,465	22,01,90,047
5 Segment liabilities		
Energy Generation	3,99,50,739	3,55,97,000
Jewellery Business	2,15,10,061	22,70,159
Others Unallocated	99,46,422	4,58,88,674
Total Liabilities	7,14,07,222	8,37,55,833
6 Capital expenditure		
Energy Generation	2,15,796	66,000
Jewellery Business	-	-
Others Unallocated	-	-
	2,15,796	66,000

2.40 Income tax assessment has been provisionally completed upto the AY 2017-18.

2.41 In the opinion of the management, the current assets and loans and advances as stated in the Balance Sheet will realize to the extent stated therein.

2.42 Balances in parties' accounts are subject to confirmation and reconciliation, if any. Appropriate adjustments will be made as and when the balances are reconciled.

2.43 Previous years figures have been regrouped, reclassified and rearranged wherever necessary to conform to the current years classification.

2.44 All Figures have been rounded off to the nearest rupee.

As per our report of even date

For VKS Aiyer & Co

Chartered Accountants

ICAI Firm Registration No. 000066S

Sd/-

Kaushik Sidartha

Partner

Membership No. 217964

Sd/-

T.K.Chandiran

Managing Director

DIN: 00031091

For and on behalf of the Board of Directors

Sd/-

C.Selvi

Whole-Time Director

DIN: 00032962

Sd/-

Srividya.M

Company Secretary

ACS - A58222

Place: Coimbatore

Date: 27-06-2020

Sd/-

C. Arun Kumar
Chief Financial Officer



KKV AGRO POWERS LIMITED

CIN: L40108TZ2012PLC018332

Regd. Office: Vivagaa Building No. 637, Oppanakara Street,
Coimbatore- 641 001

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]

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:

S. No	Name of the proxy	Address of the proxy	E-Mail ID of the proxy	Signature of the proxy	Mode
1					Or failing him
2					

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the Company to be held on Tuesday, the 29th day of September, 2020 at 10:00 AM at registered office of the Company situated at Vivagaa Building No. 637, Oppanakara Street, Coimbatore- 641 001 and at any adjournment thereof in respect of such resolutions as are indicated below:-

S.No	Resolution
1.	To receive, consider and adopt the Audited Financial Statements as at 31 st March 2020 together with the Directors' Report and Auditors' Report thereon.
2.	To declare Dividend for the year ended 31 st March, 2020
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 reappoint Mr. V.N. Chandrasekaran (DIN:07276704) as an Independent Director of the Company for next five years term
5.	To ratify and approve the Related Party Transactions for the Financial Year 2019-20
6.	To Alter Object Clause of Memorandum of Association

Revenue
Stamp

Signed this _____ day of _____ 2020

Signature of the shareholder

Notes: This form of 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.



KKV AGRO POWERS LIMITED

CIN: L40108TZ2012PLC018332

Regd. Office: Vivagaa Building No. 637, Oppanakara Street,
Coimbatore- 641 001

ATTENDANCE SLIP

(Particulars to be completed by Member / Proxy)

Name of the Member :
(IN BLOCK LETTERS)

Member Folio Number/ Client ID :

Name of Proxy :

No. of Shares held :

I hereby record my presence at the 8th Annual General Meeting of the Company on Tuesday, the 29th day of September, 2020 at 10:00 AM at registered Office of the Company situated at Vivagaa Building No. 637, Oppanakara Street, Coimbatore- 641 001

Signature of the Member / Proxy

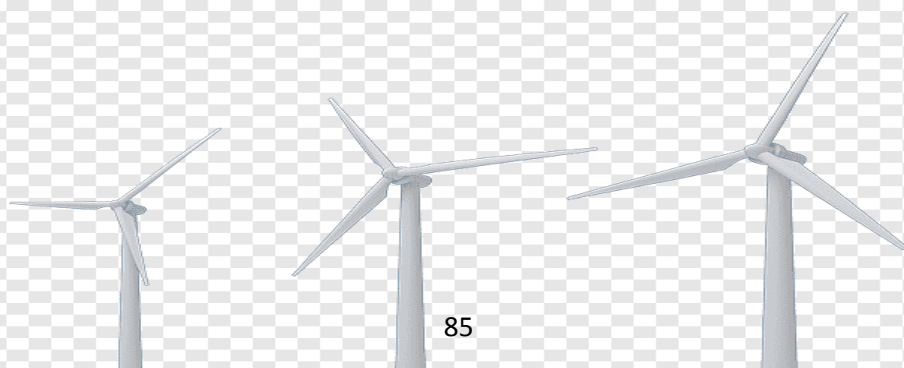
NOTE:

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.





NOTES





KKV AGRO POWERS LIMITED

☒ **Registered Office: Vivagaa Building,
No. 637, Oppanakara Street,
Coimbatore - 641 001**

Website: www.kkvagropowers.com

☒ **Email: cs@kkvagropowers.com**

☒ **Investor Grievance Email: smeipo@kkvagropowers.com**

☎ **Telephone: 0422 – 2303880**