



## KSK Energy Ventures Limited

CIN No : L45204TG2001PLC057199

**Registered Office**  
8-2-293/82/A/431/A,  
Road No. 22, Jubilee Hills,  
Hyderabad - 500033.  
Tel: +91-40-23559922-25,  
Tel: +91-40-23558701  
Fax: +91-40-23559930

Date: 4<sup>th</sup> September 2018

**The Secretary**  
**National Stock Exchange of India Limited**  
**Exchange Plaza, Bandra Kurla Complex**  
**Bandra-East**  
**Mumbai - 400 051**

**The Secretary**  
**BSE Limited (DCS- CRD)**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street**  
**Mumbai - 400 001**

**Security Symbol: KSK**

**Scrip Code: 532997**

Dear Sir,

Sub: Notice of the 18<sup>th</sup> Annual General Meeting to be held on 29<sup>th</sup> September 2018

Please find enclosed herewith the Notice of the 18<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Saturday, 29<sup>th</sup> September 2018 at 1000 Hours at Mini Conference Hall, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad - 500045 Telangana.

This is for your information and records.

Thanking you.

Yours faithfully,  
For KSK Energy Ventures Limited

  
Ranjith Kumara Shetty  
Company Secretary



## Notice of the Annual General Meeting

### NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of the Company will be held on Saturday, 29 September, 2018 at 10.00 A.M. at Mini Conference Hall, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad - 500045, Telangana, India to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31 March 2018 and the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. S. Kishore (DIN: 00006627), Whole-time Director who retires by rotation and who being eligible, offers himself for reappointment as a Director.

#### SPECIAL BUSINESS:

**3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, Mr. K. Bapi Raju (DIN: 00940849) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30 May, 2018 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things for giving effect to this resolution."

**4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Alankrita Soni (DIN: 08021270), who was appointed as an Additional Director of the Company with effect from 30 May, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 30 May 2018, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things for giving effect to this resolution."

**5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Abhay M Nalawade (DIN: 00342055), who was appointed as an Additional Director of the Company with effect from 5 February, 2018 and who holds office up to the date of this Annual General Meeting, in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 5 February, 2018, not liable to retire by rotation.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things for giving effect to this resolution."

**6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded for the payment of remuneration of Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month (which is inclusive of all perquisites, allowances and benefits excluding any annual increment/other benefits that may be provided/ paid as per the Company's policy provided that such overall remuneration shall not exceed the limits under Section 197 read with Schedule V to the Companies Act, 2013) to Mr. S. Kishore, Whole-time Director (DIN: 00006627) of the Company for the period from 01.04.2018 to 31.03.2020.

RESOLVED FURTHER THAT the remuneration mentioned above be paid as minimum remuneration in the event of no profits or profits are inadequate to pay the remuneration, in any financial year during the currency of tenure of his service.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

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

"RESOLVED THAT, in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the consent of members of the Company be and is hereby accorded for Mr. T.L. Sankar (DIN: 00121570) to continue as an Independent Director of the Company till the completion of his present term i.e. up to 26 September, 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By order of the Board of Directors

Sd/-

**Ranjith Kumara Shetty**

Company Secretary

Place: Hyderabad

Date: 11.08.2018

CIN: L45204TG2001PLC057199

Regd. Off: 8-2-293/82/A/431/A,

Road No.22, Jubilee Hills,

Hyderabad - 500 033.

Ph: 040-23559922; Fax: 040-23559930

## Notice of the Annual General Meeting

### NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, 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 AGM, is entitled to appoint a proxy to attend and vote in the AGM instead of himself / herself and the proxy so appointed need not be a member of the Company. The instrument appointing proxy should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the AGM.**

**A person can act as a proxy on behalf of a maximum of fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

3. Details as required in sub-regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking reappointment at the AGM, forms integral part of the notice.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the AGM.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the AGM.
7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the AGM on their behalf.
8. M/s. Karvy Computershare Private Limited, Hyderabad acts as the Company's Registrar and Share Transfer Agent for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in Electronic form, shareholders may send requests or correspond through their respective Depository Participants.
9. The Register of Directors and Key Managerial Personnel and Register of Contracts or Arrangements maintained under Section 170 and Section 189 of the Companies Act 2013 respectively will be available for inspection to the members at the AGM.
10. The route map to the venue of AGM is furnished herewith and forms part of the Notice.
11. The Register of Members and Share Transfer books will remain closed from 22 September 2018 to 29 September 2018 (both days inclusive) in connection with the AGM to be held on 29 September 2018.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar.
13. The annual report for the financial year 2017-18 including notice of the Eighteenth AGM of the Company is being sent through electronic mode only to those shareholders, whose e-mail addresses are registered with the Company /depository participants. The annual report is also available on the Company's website, i.e. [www.ksk.co.in](http://www.ksk.co.in). The physical copy of the annual report is being sent to those members who have not registered their e-mail addresses with the Company/depository participant in permitted mode. The members will be entitled to a physical copy of the annual report for the financial year 2017-18 upon sending a request to the Company.

Members, who have not registered their e-mail addresses so far or who would like to update their e-mail addresses which are already registered, are requested to register/update their e-mail addresses to receive all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic mode in lieu of physical copy (in order to save usage of paper)

- in respect of electronic shareholding - through their respective Depository Participants;
- in respect of physical shareholding - by sending a request to the Company's Share Transfer Agent, mentioning therein their folio number and e-mail address.

14. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. and 3:00 p.m. on any working day till the date of AGM.

#### **15. Remote e-voting:**

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, members are provided with the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through remote e-voting services provided by Karvy Computershare Private Limited.

- a) The facility for voting through poll will also be made available at the AGM and the members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their right at the AGM through poll. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instruction for remote e-voting is annexed to the Notice.
- b) The Board of Directors of the Company has appointed Mr. V. Pavana Srinivasa Rao, Practicing Company Secretary as Scrutinizer to scrutinise the poll and remote e-voting process in a fair and transparent manner.
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22 September 2018.
- d) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 22 September 2018, shall be entitled to avail the facility of remote e-voting / Poll.
- e) The remote e-voting facility will be available during the following period and shall be disabled by Karvy upon expiry of period:  
Commencement of remote e-voting: From 9.00 a.m. (IST) on 26 September, 2018  
End of remote e-voting: Up to 5.00 p.m. (IST) on 28 September, 2018.
- f) The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.ksk.co.in](http://www.ksk.co.in) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- g) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29 September, 2018.

#### **16. Process for remote e-voting:**

- A. The Company has made arrangements with Karvy Computershare Private Limited for facilitating remote e-voting to enable the Shareholders to cast their vote electronically. [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
  - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - c. After entering these details appropriately, click on "LOGIN".

## Notice of the Annual General Meeting

- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
  - g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - i. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - j. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - l. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email: [cssrinivasacs@gmail.com](mailto:cssrinivasacs@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number - XXXX (EVEN), User ID and Password are provided in the AGM Notice form.
  - ii. Please follow all steps from Sl. No. 16. A (a) to 16. A (l) above to cast your vote by electronic means.
- Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.
- A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

### OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Anandan. K, Manager, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at

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- evoting@karvy.com or phone no. 040 - 6716 1591 or call Karvy's toll free No. 1800-3454-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - c. The remote e-voting period commences on 26 September 2018 (9.00 a.m. IST) and ends on 28 September 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22 September 2018, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
  - d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 22 September 2018.
  - e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 22 September 2018, he/she may obtain the User ID and Password in the manner as mentioned below:
    - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
    - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
    - iii. Member may call Karvy's toll free number 1800-3454-001.
    - iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

## Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act")

### **Item No. 3: Appointment of Mr. K. Bapi Raju as Director**

Mr. K. Bapi Raju, was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 30 May, 2018 based on the recommendation of the Nomination & Remuneration Committee under Section 161 of the Act. In terms of Section 161 of the Act, he shall hold office up to the date of the forthcoming Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company.

The Company has received from Mr. K. Bapi Raju (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and; (ii) intimation in Form DIR-8 in terms of the said Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. K. Bapi Raju for the office of Director.

A brief profile of Mr. K. Bapi Raju, as required pursuant to the Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 is annexed to this notice.

The resolution seeks the approval of the shareholders for the appointment of Mr. K. Bapi Raju as a Director of the Company, liable to retire by rotation.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. K. Bapi Raju is concerned or interested in this Resolution. The Board commends the Ordinary Resolution set out at item No. 3 of the accompanying notice for approval of the Members.

### **Item No. 4: Appointment of Ms. Alankrita Soni as an Independent Director**

Ms. Alankrita Soni was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 30 May 2018 under Section 161 of the Act. Ms. Alankrita Soni shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

The Company has received a declaration of independence from Ms. Alankrita Soni that she met with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ms. Alankrita Soni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Ms. Alankrita Soni for the office of Director.

A brief profile of Ms. Alankrita Soni, as required pursuant to the Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 is annexed to this notice.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Alankrita Soni is concerned or interested in this Resolution. The Board commends the ordinary resolution set out at item No. 4 of the accompanying notice for approval of members.

### **Item No. 5: Appointment of Mr. Abhay M Nalawade as an Independent Director**

Mr. Abhay M Nalawade was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 5 February 2018 under Section 161 of the Act. Mr. Abhay M Nalawade shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

The Company has received a declaration of independence from Mr. Abhay M Nalawade that he met with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Abhay M Nalawade is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.



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The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Abhay M Nalawade for the office of Director.

A brief profile of Mr. Abhay M Nalawade, as required pursuant to the Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2, is annexed to this notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Abhay M Nalawade is concerned or interested in this Resolution. The Board commends the ordinary resolution set out at item No. 5 for approval of members.

**Item No. 6: Approval of remuneration to Mr. S. Kishore, Whole-time Director**

The Members of the Company at their Annual General Meeting held on 27 September 2014 have approved the reappointment and remuneration payable to Mr. S. Kishore, as Whole-time Director for a period of five years with effect from 1 April, 2015. As per the provisions of Schedule V of the Companies Act, 2013 the resolution passed at the general meeting of the company for payment of remuneration as per the limits laid down under Schedule V in case of loss or inadequate profit, should be for a period not exceeding three years.

Nomination and Remuneration Committee and the Board of Directors of the Company after having considered the contribution made by Mr. S. Kishore, Whole Time Director to the Company have approved the payment of remuneration of Rs. 7,50,000/- per month.

**DISCLOSURES AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013**

**I. GENERAL INFORMATION:**

a. Nature of Industry

The Company was incorporated on 1 September, 2006 as KSK Energy Ventures Private Limited to undertake the business of financing, acquiring and owning power generation projects, including captive power generation projects based on various sources of energy. The name of the company was changed to KSK Energy Ventures Limited on 6 February, 2008 on conversion to Public Limited Company. The shares of the Company are listed on BSE limited and National Stock Exchange Limited.

The Company is engaged in the business of making investments in various forms in operating group companies engaged in power generation projects.

b. Date or expected date of commencement of commercial production:

Date of commencement of commercial operation: 1 September, 2006

c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - Not Applicable.

d. Financial performance based on given indicators

The details of financial performance of the Company for the financial year 2016-17 and 2017-18 are provided in the Annual Report which accompanies this Notice.

e. Foreign investments or collaborations, if any:

As per the shareholding pattern of the Company as on 31 March, 2018, the composite foreign investment in the Company stands at 43.76% comprising of:

- (i) 26.31% by foreign collaborators
- (ii) 4.63% by foreign group companies
- (iii) 6.21% by foreign portfolio investors;
- (iv) 6.22% by foreign bodies corporate; and

## Statement Pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act")

(v) 0.39% by non-resident Indians.

### II. INFORMATION ABOUT THE APPOINTEE:

#### a. Background details

Mr. S. Kishore is qualified Chartered Accountant. He leads the business development and capital raising (both equity and debt) initiatives of KSK Group. Prior to incorporating KSK, he was a financial advisor and consultant for major domestic as well as international businesses in emerging technology areas and advised multiple energy companies/ utilities/ market entrants since the early 1990s.

#### b. Past remuneration

The past remuneration of Mr. S. Kishore is Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousands only) per month (which is inclusive of all perquisites, allowances and benefits excluding any annual increment/other benefits that may be provided/ paid as per the Company's policy).

#### c. Recognition or awards

Nil

#### d. Job profile and his suitability

Mr. S. Kishore is qualified Chartered Accountant. He leads the business development and capital raising (both equity and debt) initiatives of KSK Group. Prior to incorporating KSK, he was a financial advisor and consultant for major domestic as well as international businesses in emerging technology areas and advised multiple energy companies/ utilities/ market entrants since the early 1990s.

#### e. Remuneration proposed

Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousands only) per month (which is inclusive of all perquisites, allowances and benefits excluding any annual increment/other benefits that may be provided/ paid as per the Company's policy). No change in remuneration is being proposed from the past remuneration.

#### f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration is as per Section 197 read with Section 198 and Schedule V of the Companies Act, 2013 and is comparable to the remuneration of Whole-time Director levels of similar sized Companies.

#### g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Besides the remuneration proposed to be paid to Mr. S. Kishore, he does not have any other pecuniary relationship directly or indirectly with the Company or relationship with any other managerial personnel.

### III. OTHER INFORMATION:

#### a. Reasons of loss or inadequate profits

The Company is engaged in the business of investing, financing, owning and acquiring power generation projects. The source of revenue/income for the Company is by way of dividend on the investments made. Since the investments are predominantly into power generation assets with long gestation periods the investments will take time to yield returns.

#### b. Steps taken or proposed to be taken for improvement

The Company is continuously monitoring the performance of its investments.

#### c. Expected increase in productivity and profits in measurable terms.

As aforesaid, the steps taken by the Company are expected to improve the Company's performance and profitability in

future.

#### **IV. DISCLOSURE**

As required, the relevant applicable information is provided in Directors Report for the financial year 2017-18 which is sent along with this notice.

The Board recommends the resolution in relation to the approval of remuneration to Mr. S. Kishore, Whole-time Director, for the approval of the members of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. S. Kishore is concerned or interested in resolution no. 6.

#### **Item No. 7: Approval for continuation of Mr. T.L. Sankar, as Independent Director**

The Members of the Company at their Annual General Meeting held on 27 September 2014 have approved the appointment of Mr. T.L. Sankar as an Independent Director of the Company for a period of five years with effect from 27 September, 2014. Mr. T.L. Sankar will complete his present term on 26 September, 2019.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. The appointment of Mr. T.L. Sankar, aged 84 years is required to be approved by members by way of Special Resolution to continue his term till 26 September, 2019.

Mr. T.L. Sankar, is renowned in India as an energy expert. He has more than four decades of experience in the sector. The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. T.L. Sankar's counsel and advice, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board at the meeting held on 11 August, 2018, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. T.L. Sankar as an Independent Director of the Company till the completion of his present term i.e. up to 26 September, 2019, on the existing terms and conditions.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. T.L. Sankar is concerned or interested in

By order of the Board of Directors

Sd/-

**Ranjith Kumara Shetty**  
Company Secretary

Place: Hyderabad  
Date: 11.08.2018

CIN: L45204TG2001PLC057199  
Regd. Off: 8-2-293/82/A/431/A,  
Road No.22, Jubilee Hills,  
Hyderabad - 500 033.  
Ph: 040-23559922; Fax: 040-23559930

## Brief Profiles of Directors seeking appointment / re-appointment as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards - 2

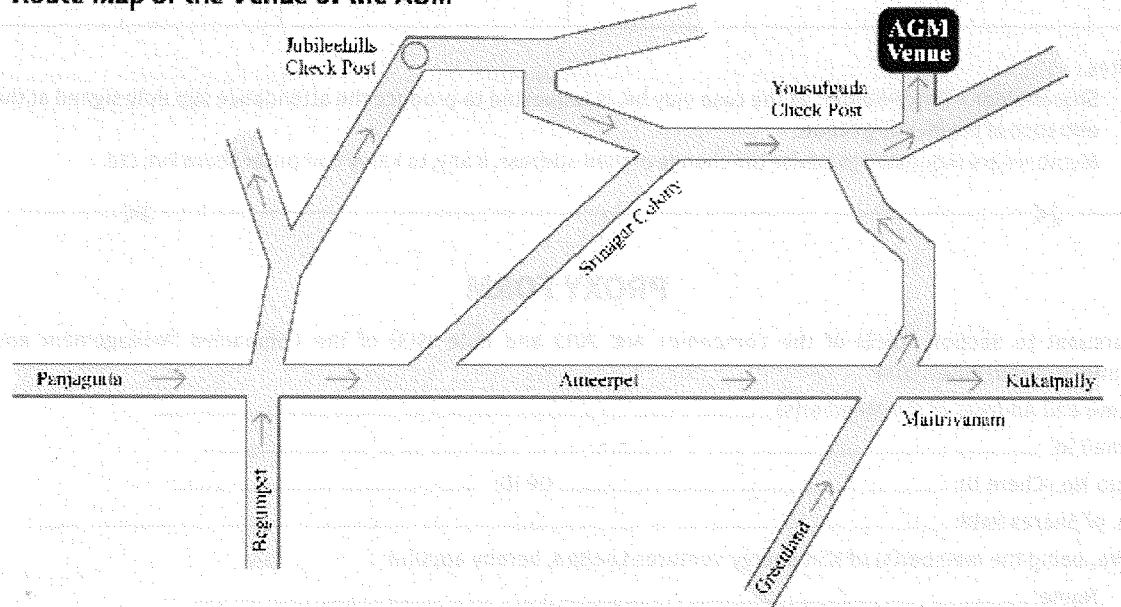
### Item Nos. 2, 3, 4 & 5

Name of the Director	Mr. S. Kishore	Mr. K. Bapi Raju	Ms. Alankrita Soni	Mr. Abhay M Nalawade
Date of Birth	25 June, 1962	2 March, 1964	28 May, 1983	23 February, 1949
Qualification	Chartered Accountant	Bachelor of Science degree in Electronics and Communications from Andhra University	Bachelor of Architecture from Apeejay School of Architecture and Planning, Greater Noida, India and post-graduation degree in Masters of The Built Environment (Sustainable Development) from The University of New South Wales, Sydney Australia	Graduate in Physics with Masters in Business Administration (MBA) from Pune University and Management Development Program from the Harvard Business School.
Expertise	Mr. S. Kishore leads the business development and capital raising (both equity and debt) initiatives of KSK Group. Prior to incorporating KSK, he was a financial advisor and consultant for major domestic as well as international businesses in emerging technology areas and advised multiple energy companies/ utilities/ market entrants since early 1990s.	Mr K. Bapi Raju has more than two decades of experience in the information technology industry. He leads the corporate affairs function of the Group and is also actively involved in formulating its corporate strategy.	Ms. Alankrita Soni is an Environmental Architect. She has been working in the field of sustainable habitat for over 10 years. She has undertaken extensive research on issues related to green building & infrastructure design, sustainability issues in developing countries, international agreements and national commitments to sustainable development and how this knowledge can be applied to policy planning, implementation and management problems, environmental impact assessment, environment management,	Mr. Abhay M Nalawade has more than four decades of experience in managing technology companies. His core experience has been in energy and environmental fields, since he had a long tenure director and later as the CEO and Managing Director of Thermax Limited - a major Indian multinational corporation. He is currently the Founder & Managing Director of EcoAxis Systems Private Limited which has created a Machine - to - Machine (M2M) communication platform

*Continued...*

			climate change, healthy built environment design, urban transportation and mobility, energy efficiency & integration of renewable in built infrastructure, sustainable materials & technologies, role of Corporate Social Responsibility (CSR) for environmental protection in built environment etc.	for continuous remote monitoring and analytics for industrial equipment, energy, water & waste water systems and CDM projects. He is also associated as an advisor with several companies in field of sustainable technologies.
Relationship with other directors and KMP	Not related to any other Director or Key Managerial personnel	Not related to any other director or Key Managerial personnel	Not related to any other Director or Key Managerial personnel	Not related to any other director or Key Managerial personnel
Name(s) of listed entities in which Directorship held	KSK Energy Ventures Limited & Sai Regency Power Corporation Private Limited	KSK Energy Ventures Limited & Sai Regency Power Corporation Private Limited	KSK Energy Ventures Limited & Sai Regency Power Corporation Private Limited	KSK Energy Ventures Limited & Sai Regency Power Corporation Private Limited
Name of listed entities in which Committee membership/ Chairmanship held	1. Member of Audit, Finance & Authorisation, Stakeholders Relationship, Corporate Social Responsibility and Share Transfer Committees of KSK Energy Ventures Limited.  2. Chairman of share transfer committee, member of Finance & Authorisation, Corporate Social Responsibility Committees of Sai Regency Power Corporation Private Limited	Member of Finance & Authorisation and Share Transfer Committees and Chairman of Stakeholders Relationship Committee of KSK Energy Ventures Limited	1. Member of Audit and Nomination & Remuneration Committees of KSK Energy Ventures Limited.  2. Member of Audit and Nomination & Remuneration Committees of Sai Regency Power Corporation Private Limited	1. Chairman of Audit, Nomination & Remuneration Committees and Member of Corporate Social Responsibility Committee of KSK Energy Ventures Limited.  2. Chairman of Audit, Nomination & Remuneration Committees and Member of Corporate Social Responsibility Committee of Sai Regency Power Corporation Private Limited
Total shares held by him/her in the Company	Nil	Nil	Nil	Nil

### Route Map of the Venue of the AGM



**ADDRESS**

Mini Conference Hall, National Institute for Micro, Small and Medium Enterprises,  
Yousufguda, Hyderabad - 500045,  
Telangana, India

## ATTENDANCE SLIP

I/we, hereby record my/our presence at the 18th Annual General Meeting of the Company held on Saturday, 29 September 2018, at 10.00 a.m. at Mini Conference Hall, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad - 500045, Telangana, India and at every adjournment thereof.

DP ID:	Regd. Folio/ Client ID No.:	
No. of Shares held:		
Name and Address of the Shareholder(s):		
If Shareholder(s), please sign here	If Proxy, please mention name and sign here	
	Name of Proxy	Signature

**Notes:**

1. Shareholder / Proxy-holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.
2. Members are requested to advise the change of their address, if any, to Karvy Computer Share Pvt. Ltd.

## 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 and Address of the Member(s) .....

E-mail id: .....

Folio No./Client ID: ..... DP ID: .....

No. of Shares held: .....

I/We, being the member(s) of KSK Energy Ventures Limited, hereby appoint:

1. Name: .....  
Address: .....  
E-mail Id: ..... Signature: ....., or failing him
2. Name: .....  
Address: .....  
E-mail Id: ..... Signature: ....., or failing him
3. Name: .....  
Address: .....  
E-mail Id: ..... Signature: .....

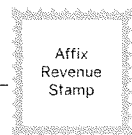
as my/our proxy to attend and vote (on a poll/e-voting) for me/us and on my/our behalf at the seventeenth Annual General Meeting of KSK Energy Ventures Limited to be held on Saturday, 29 September 2018, at 10.00 a.m. at Mini Conference Hall, National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad - 500045, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against	Abstain
1	Adoption of a) audited financial statements of the Company b) audited consolidated financial statements for the Financial Year ended 31 March, 2018 and the Reports of the Directors and Auditors thereon			
2	Re-appointment of Mr. S. Kishore, Director who retires by rotation			
3	Appointment of Mr. K. Bapi Raju as Director			
4	Appointment of Ms. Alankrita Soni as an Independent Director			
5	Appointment of Mr. Abhay M Nalawade as an Independent Director			
6	Approval of remuneration of Mr. S. Kishore, Whole-time Director			
7	Approval for continuation of Directorship of Mr. T.L. Sankar, Chairman			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



Please put a '✓' in the appropriate column against the resolutions indicated in the Box.

Note: The proxy form to be effective, should be duly stamped, completed, signed and must be returned so as to reach the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a Member of the Company.