



KKV AGRO POWERS LIMITED

Regd.office: Vivaaga Building,#637,Oppanakara Street, Coimbatore - 641 001

Phone : 0422 - 6800000, Moblie : 9626656888,7418598886

E-mail : cs@kkvagropowers.com Website : www.kkvagropowers.com

CIN : L40108TZ2012PLC018332, PAN : AAECN0204G, GST NO : 33AAECN0204G1Z6

Date: 11.08.2025

Place: Coimbatore

The Manager,
Listing Department (NSE Emerge)
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex, (Bandra East), Mumbai – 400051

Symbol: KKVAPOW

Dear Sir/Madam,

SUBJECT: Intimation of 13th Annual General Meeting and Annual Report of the Company

This is to intimate you that the 13th Annual General Meeting of Members of the Company is scheduled to be held on Tuesday, the 2nd day of September, 2025 at 11:00 A.M. through Video-Conferencing/ Other Audio-Visual Means as facilitated by MUFG Intime India Private Limited to transact the business as set out in the notice convening the AGM which has been sent to the Members of the Company at their respective E-Mail address as registered with the Depositories.

Further, pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of the Annual Report for the Financial Year 2024-25 sent to the Shareholders along with the Notice of the Annual General Meeting is enclosed herewith.

Copies of the Notice of 13th Annual General Meeting and Annual Report for financial year 2024-25 are also available in the website of the Company.

Kindly take the same in your records.

For KKV Agro Powers Limited

KAVYA DAS RAM

Digitally signed by KAVYA DAS
RAM
Date: 2025.08.11 15:24:08 +05'30'

CS Kavya Das R

ICSI Membership No.: A72970

Company Secretary and Compliance Officer

KKV AGRO POWERS LIMITED



13TH ANNUAL REPORT
2024-25



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Dear Shareholders,

We are pleased to share with you the financial performance of **KKV Agro Powers Limited (CIN: L40108TZ2012PLC018332)** for the financial year 2024-25. The company is a part of Chennai Silks conglomerate group, the group having 6 decades of experience in the sectors like textiles, agricultural farming, precious metals, renewable energy.

KKV Agro Powers Limited, a leading name in **precious metals** and **renewable energy generation**, continues its growth trajectory and has demonstrated strong growth and resilience in the past year. Listed on the **NSE - Emerge Platform**, the Company has made remarkable strides in revenue and profitability, and achieved significant milestones this year.

For the financial year ended on 31st March 2025, the Company reported:

- **Turnover:** ₹962.13 Crores
- **Net Profit After Tax (PAT):** ₹1.69 Crores

This strong revenue performance stands as a testament to the relentless efforts of our management and workforce.

We take this opportunity to thank our valued shareholders for their continued trust and support.

KEY FINANCIAL HIGHLIGHTS (FY 2024-25):

(Rs. in Lakhs)

Particulars	Current Year 2024-25	Previous Year 2023-24
Turnover	96,222.95	1,55,477.74
EBITDA	530.76	343.57
Profit before taxation	254.01	61.82
Less: Tax expenses	85.31	34.82
Profit After Tax	168.70	27.01



KKV AGRO POWERS LIMITED

Annual Report 2024-25

ANNUAL PERFORMANCE REVIEW FOR FINANCIAL YEAR 2024-25

KKV Agro Powers Limited operates primarily in two segments: Energy Generation and Jewellery Business, with additional corporate and unallocated income and expenditure categorized separately.

Energy Segment Performance

The energy segment, consisting of wind and solar operations, continues to be the mainstay of the company's operations. During FY 2024-25, the company generated a total of 1.60 crore units of electricity, with 1.14 crore units from wind and 0.46 crore units from solar.

Windmill Division:

The Windmill division reported revenue from operations of ₹4.92 crores. It incurred total expenses of ₹4.45 crores, including ₹1.63 crores in power generation expenses, and ₹1.05 crores in depreciation and amortization. This division delivered a profit before tax of ₹47.08 lakhs, despite high capital costs, reflecting a steady margin and operational efficiency.

Solar Division:

The Solar division posted revenue of ₹2.59 crores. Expenses stood at ₹2.50 crores, primarily due to ₹1.59 crores in power generation, ₹68.72 lakhs in depreciation, ₹7.31 lakhs in employee benefits, and ₹14.48 lakhs in other operational costs. The profit before tax for this unit was ₹8.59 lakhs, reflecting a better-than-expected margin and showing potential for long-term viability, subject to capital cost optimization.

Jewellery Segment Performance

The Jewellery Segment includes the Bullion trading vertical and the Cumbum branch.

Bullion Division:

With revenue of ₹902.80 crores and other income of ₹9.38 lakhs, the Bullion business continued its high-volume trade model. Expenses were led by ₹904.18 crores in purchases, alongside an inventory buildup of ₹3.32 crores. Though the absolute profit



KKV AGRO POWERS LIMITED

Annual Report 2024-25

before tax was ₹63.68 lakhs, the margin was razor-thin at about 0.07%, which is typical for bullion trading where scale, not margin, is the driver of value.

Cumbum Branch:

The Cumbum retail branch contributed ₹51.79 crores in revenue. It exhibited stronger profitability with a profit before tax of ₹1.33 crores and a margin of roughly 2.57%. Strategic inventory reduction of ₹1.38 crores and disciplined cost management played a key role in this improved outcome, suggesting that the retail jewellery vertical holds promise for higher-margin growth.

Overall Financial Performance

Combining all segments, the total segment profit before tax was reported at ₹254.01 lakhs for FY 2024-25, a significant jump from ₹61.83 lakhs in FY 2023-24. This improvement was driven by the turnaround in the jewellery business and consistent performance from energy operations.

After accounting for tax expenses of ₹85.31 lakhs, the profit after tax (PAT) for the year stood at ₹168.70 lakhs, significantly higher than ₹27.01 lakhs in the preceding year.

Conclusion

Financial Year 2024-25 marked a year of stabilization and margin recovery for KKV Agro Powers Limited. While revenue from both key segments declined marginally, focused cost control and segmental profitability enhancement enabled a strong year-end position. The company's dual strength in clean energy and curated jewellery retail offers a stable base for future expansion and shareholder value creation.

With segment-level profits improving and tax impact normalized, the company is well-positioned to capitalize on operational efficiencies and market opportunities in the coming fiscal year.



ANNOUNCEMENTS FOR 13TH ANNUAL GENERAL MEETING

1. Dividend

KKV Agro Powers Limited has upheld a strong and consistent track record of rewarding its shareholders through regular dividend payouts since its inception. Continuing this tradition, the Board of Directors has recommended a dividend of 50% to the holders of Equity Shares of the company.

This declaration reflects the Company's continued commitment to delivering value to its shareholders; while also reinforcing the confidence we place in our sustainable growth strategy and financial prudence.

2. Proposed Bonus Issue

In addition to the dividend, we are pleased to inform you that the Board of Directors has proposed a **Bonus Issue** in the ratio of **1:10**, i.e., 1 equity share for every 10 equity shares held by the existing shareholders.

This bonus issue is aimed at distribution of the retained earnings of the company among its shareholders, thereby enhancing shareholder value and increasing the liquidity of the Company's equity shares in the market.

3. Relaunch of Purification Business

The Company is planning to relaunch its Purification Business in the financial year 2025-26 as a vertical of the Jewellery Segment. This business was previously operational during the period 2017 to 2019 but was subsequently discontinued.

The Purification Business involves the refining and purification of precious metals such as gold and silver to enhance their quality and purity for use in jewellery manufacturing, bullion trade, and other applications.

After conducting trial runs and preparatory activities, the Company is now set to resume the Purification Business at full capacity. Since this activity forms part of the main objects of the Company and is aligned with its core operations, no alteration to the Memorandum of Association (MOA) is required.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

TABLE OF CONTENTS

CORPORATE INFORMATION	8
NOTICE OF ANNUAL GENERAL MEETING.....	13
NOTES.....	19
EXPLANATORY STATEMENT TO THE NOTICE	23
PROCESS AND MANNER FOR ATTENDING AGM THROUGH INSTAMEET	43
INSTRUCTIONS FOR REMOTE E-VOTING	48
BOARD'S REPORT	62
FORM NO. AOC-2	90
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES.....	94
SECRETARIAL AUDIT REPORT.....	98
MANAGEMENT DISCUSSION AND ANALYSIS REPORT	106
DISCLOSURES ON PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION.....	114
INDEPENDENT AUDITOR'S REPORT	119
REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS	127
REPORT ON THE INTERNAL FINANCIAL CONTROLS	133
AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2024-25	136
Balance Sheet as at 31 st March 2025	136
Profit And Loss Statement for the year ended 31 st March 2025.....	138
Cash Flow Statement for the year ended 31 st March 2025	140
Summary of Significant Accounting Policies.....	142
Notes to Financial Statements for the year ended 31 st March, 2025	149



KKV AGRO POWERS LIMITED

Annual Report 2024-25

CORPORATE INFORMATION

NAME OF THE COMPANY	KKV AGRO POWERS LIMITED
CORPORATE IDENTIFICATION NUMBER (CIN)	L40108TZ2012PLC018332
INCORPORATED ON	05/06/2012
REGISTERED OFFICE	Vivagaa Building, No. 637, Oppanakara Street, Coimbatore, Tamil Nadu - 641001
CONTACT DETAILS	E-Mail: cs@kkvagropowers.com Phone No.: 0422-6800000, 7418598886
SHARES LISTED WITH	NSE EMERGE - SME Platform, Mumbai
NSE TRADING SYMBOL	KKVAPOW
LISTED ON	15/07/2016
ISIN	INE239T01016
REGISTRAR & SHARE TRANSFER AGENT	MUFG Intime India Private Limited , (previously known as Link Intime India Private Limited), Surya 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore, Tamil Nadu - 641028



KKV AGRO POWERS LIMITED

Annual Report 2024-25

BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND COMMITTEES OF BOARD

BOARD OF DIRECTORS	<p>Mr. T. K. Chandiran (DIN: 00031091) Chairperson & Managing Director (Executive)</p> <p>Mrs. SELVI (DIN: 00032962) Whole-Time Director (Executive)</p> <p>Mr. A. C. Vineethkumar (DIN: 06756745), Director (Non-Executive, Non-Independent)</p> <p>Mr. B. Mohan (DIN: 05255699) Independent Director</p> <p>Dr. V. N. Chandrasekaran (DIN: 07276704), Independent Director</p>						
KEY MANAGERIAL PERSONNEL	<p>Mr. M. Shankara Subramanian Chief Executive Officer & Chief Financial Officer</p> <p>CS Kavya Das R Company Secretary & Compliance Officer</p>						
AUDIT COMMITTEE	<table border="0"> <tr> <td>Mr. V. N. Chandrasekaran</td><td>Chairperson</td></tr> <tr> <td>Mr. Bhagavan Mohan</td><td>Member</td></tr> <tr> <td>Mr. T. K. Chandiran</td><td>Member</td></tr> </table>	Mr. V. N. Chandrasekaran	Chairperson	Mr. Bhagavan Mohan	Member	Mr. T. K. Chandiran	Member
Mr. V. N. Chandrasekaran	Chairperson						
Mr. Bhagavan Mohan	Member						
Mr. T. K. Chandiran	Member						



KKU AGRO POWERS LIMITED

Annual Report 2024-25

NOMINATION AND REMUNERATION COMMITTEE	Mr. Bhagavan Mohan Mr. T. K. Chandiran Mr. A. C. Vineethkumar Mr. V. N. Chandrasekaran	Chairperson Member Member Member
CSR COMMITTEE	Mr. T. K. Chandiran Mr. B. Mohan Mr. A.C. Vineethkumar	Chairperson Member Member
VIGIL MECHANISM	Mr. Bhagavan Mohan , Independent Director is appointed as the designated person for monitoring the Vigil Mechanism and Whistle-Blower Policy of the company.	



KKU AGRO POWERS LIMITED

Annual Report 2024-25

AUDITORS

STATUTORY AUDITORS	M/s. B. Thiagarajan & Co., Chartered Accountants Firm Registration No.: 04371S 24/15, Yogambal St, T. Nagar, Chennai, Tamil Nadu - 600017
SECRETARIAL AUDITORS	M/s. G.V and Associates, Company Secretaries ICSI Unique Code: P2004TN081200 G.V. Enclave, 18/30, Ramani Street, K.K. Pudur, Saibaba Colony, (Opp. Road to Saibaba Colony Hotel Annapoorna Road - 4th Right), Coimbatore, Tamil Nadu - 641038
INTERNAL AUDITORS	M/s. Viswanathan & Associates LLP Firm Registration No.: 004770S/ S200025 4/5, Sri Krishna Vilas, Kongu Nagar, Ramanathapuram, Coimbatore - 641045

KKV AGRO POWERS LIMITED



NOTICE OF 13TH ANNUAL GENERAL MEETING



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Meeting No. 13/AGM/2025-26

To,

The Members,

KKV Agro Powers Limited

CIN: L40108TZ2012PLC018332

Vivagaa Building, No. 637, Oppanakara Street,

Coimbatore, Tamil Nadu - 641001

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **13th Annual General Meeting** of the Members of **M/s. KKV Agro Powers Limited** (CIN: L40108TZ2012PLC018332) will be held on **Tuesday, the 2nd day of September, 2025 at 11:00 A.M.**, through Video Conferencing / Other Audio Visual Means, at the deemed venue at the registered office of the company situated at Vivagaa Building, No. 637, Oppanakara Street, Coimbatore, Tamil Nadu - 641001.

The meeting is called and convened in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India, for transacting the following businesses:

ORDINARY BUSINESS: -

To consider and pass the following as **Ordinary Resolutions**:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2025 together with the Directors' Report and Auditors' Report thereon.
2. To declare a Dividend of 50% to the holders of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, i.e. of Rs. 5/- (Rupees Five Only) per share for the year ended 31st March, 2025.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

3. To declare a Dividend of 3% to the holder of Preference Shares of face value of Rs. 100/- (Rupees Hundred Only) each, i.e. Rs. 3/- (Rupees Three Only) per share for the year ended 31st March, 2025.
4. To appoint a director in place of Mrs. Selvi (DIN: 00032962), Wholetime Director, who retires by rotation and being eligible, offers herself for re-appointment.

(The disclosures pursuant to Secretarial Standards-2 are provided in the Explanatory Statement annexed to the Notice)

SPECIAL BUSINESS: -

5. Appointment of Mr. Kuthurathulla Usmanali (DIN: 07025886), as an Independent Director of the company

To consider and if thought fit, pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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 and the applicable provisions of the Articles of Association of the company, and in accordance with the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors in their meeting held on 04.08.2025, Mr. Kuthurathulla Usmanali (DIN: 07025886), who has given his consent to act as an Independent Director of the company in Form DIR-2, and 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 appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 02.09.2025 for a term of five consecutive years ending on 01.09.2030, for such sitting fees as may be decided by the Board of Directors from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any one of the Director or Company Secretary of the Company be and is hereby



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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.”

6. Issue of Bonus Shares

To consider and if thought fit, pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, and pursuant to Article 4 of the Articles of Association of the Company and the recommendation of the Board of Directors, and subject to such approvals, consents and permissions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, the approval of the shareholders of the Company be and is hereby accorded for issue of 56,687 Bonus Shares in the proportion of 1:10, that is, 1 (One) new fully paid-up equity share of Rs.10/- (Rupees Ten Only) each for every 10 (Ten) existing fully paid-up equity share of Rs. 10/- each held by them by Capitalizing a sum of Rs. 5,66,870/- (Rupees Five Lakhs Sixty-Six Thousand Eight Hundred and Seventy Only) out of Securities Premium Reserve of the Company, to be allotted and distributed as fully paid-up Bonus Shares to the equity shareholders of the Company, whose names appear in the Register of Members maintained by the Company on the Record Date as may be determined by the Board for this purpose.

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



KKV AGRO POWERS LIMITED

Annual Report 2024-25

RESOLVED FURTHER THAT the Bonus Shares so allotted as above are subject to the Memorandum and Articles of Association of the Company and shall rank in all respects *pari-passu* with the existing equity shares of the Company, save and except that they shall not be entitled to any dividend in respect of any financial year up to and including 31st March 2025.

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

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations.

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

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



KKV AGRO POWERS LIMITED

Annual Report 2024-25

to give such directions as may be necessary, proper, expedient and desirable in this regard.

7. Fixing Remuneration for Mr. Tirupur Kulandaivel Chandiran (DIN: 00031091), Managing Director

To consider and if thought fit, pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for payment of remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty-Thousand Only) per month, i.e., Rs. 30,00,000/- (Rupees Thirty Lakhs Only) to Mr. Tirupur Kulandaivel Chandiran (DIN: 00031091), Managing Director of the Company for 3 (three) Financial Years from 2025-26 to 2027-28, including in the event of inadequate profits or no profits.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised to take all such actions and to give all such directions.”

8. Fixing Remuneration for Mrs. Selvi (DIN: 00032962), Wholetime Director

To consider and if thought fit, pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for payment of remuneration of Rs. 75,000/- (Rupees Seventy-Five Thousand Only) per month, i.e., Rs. 9,00,000/- (Rupees Nine Lakhs Only) to Mrs. Selvi (DIN: 00032962), Wholetime Director of the Company for 3 (three)



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Financial Years from 2025-26 to 2027-28, including in the event of inadequate profits or no profits.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised to take all such actions and to give all such directions.”

9. Fixing Remuneration for Mr. Ammasi Chandiran Vineethkumar (DIN: 06756745), Director

To consider and if thought fit, pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for payment of remuneration of Rs. 80,000/- (Rupees Eighty-Thousand Only) per month, i.e., Rs. 9,60,000/- (Rupees Nine Lakhs Sixty-Thousand Only) to Mr. A.C. Vineethkumar (DIN: 06756745), Director (Non-Executive) of the Company for 3 (three) Financial Years from 2025-26 to 2027-28, including in the event of inadequate profits or no profits.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised to take all such actions and to give all such directions.”

For KKV Agro Powers Limited

Tirupur Kulandaivel Chandiran (DIN: 00031091)
Chairperson and Managing Director

Date : 11.08.2024

Place : Coimbatore



KKV AGRO POWERS LIMITED

Annual Report 2024-25

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business items to be transacted at the meeting is annexed to this Notice as *Annexure A*.
2. The Ministry of Corporate Affairs (MCA), Government of India, vide its various Circulars, namely, General Circular No. 18/2020 dated 21.04.2020 and General Circular No. 20/2020 dated 05.05.2020 read with General Circular No. dated 19.09.2024 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with the said provisions, the 13th AGM of the Company shall be conducted through VC/ OAVM.
3. As this Annual General Meeting (AGM) will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'),
 - (a) Members will not be able to appoint proxies for the meeting, and
 - (b) Attendance Slip & Route Map are not being annexed to this Notice.
4. The Registered Office of the company situated at Vivagaa Building, No. 637, Oppanakara Street, Coimbatore, Tamil Nadu - 641001 shall be the deemed venue of the 13th AGM of the company.
5. Shareholders who are Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend this AGM, pursuant to Section 113 of the Act, through e-mail at cs@kkvagropowers.com.
6. In conformity with the applicable regulatory requirements, the Notice of this AGM along with the Audited Financial Statements and Annual Report for the financial year 2024-25 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

The Notice of AGM along with Annual Report for the financial year 2024-25, is also available on the website of the Company at www.kkvagropowers.com.

7. The company has fixed 08.08.2025 as the Cut-Off Date for dispatch of Annual Report. The members whose names appear in the Register of Members as on the Cut-Off Date shall be eligible to receive the Annual Report together with the Audited Financial Statements of the company.
8. INSTAVOTE and INSTAMEET will be providing facility of remote e-voting, for participation in the AGM through VC/ OAVM facility and electronic ballot voting during the AGM.
9. The procedure for participating in the meeting through VC / OAVM is explained in *Annexure B* to this Notice and is also available on the website of the Company at www.kkvagropowers.com. The Members can join the AGM in VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in *Annexure B*.
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
11. Any member who needs any clarification on accounts or operations of the Company shall write to CS Kavya Das R, Company Secretary and Compliance Officer of the company at cs@kkvagropowers.com so as to reach her at least 7 days before the meeting, so that the information required can be made available at the meeting.
12. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to CS Kavya Das R, Company Secretary cum Compliance Officer of the company at cs@kkvagropowers.com.
13. The Registrar and Share Transfer Agent of the Company is M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited),



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028.

14. The requests 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.
15. International Securities Identification Number (ISIN) given to your Company is INE239T01016.
16. Members holding shares in Demat form are requested to intimate change of address notifications, e-mail ID and updation of Bank Account details to their respective Depository Participants.
17. The Company has fixed **26.08.2025** as the Record date for determining the entitlement of the members whose names appear in the Register of Members to the Final Dividend for the Financial Year ending on 31st March 2025.
18. The payment of final dividend, upon approval by the Members at the forthcoming Annual General Meeting, will be made within a period of 30 days of declaration, 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 Record Date fixed for the purpose. The particulars recorded with the Depository Participants will be considered for making the payment of Dividend.
19. 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.
20. For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company for the financial year 2024-25 provided PAN is registered by the



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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 does not exceed Rs. 5,000/-. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2024-25. 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.

21. The detailed instructions for e-voting in the AGM as issued by the RTA are attached to this notice and marked as *Annexure C*.
22. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Record Date (cut-off date) i.e. **26.08.2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
23. The remote e-voting period begins on 30.08.2025, Saturday at 09:00 A.M. and ends on 01.09.2025, Monday at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
24. Additionally, electronic ballot facility shall be made available at the 13th Annual General Meeting of the company. The e-ballot shall be open to those shareholders who are present in the meeting and who have not cast their votes through remote e-voting facility. The e-ballot facility will remain open for 15 minutes after the conclusion of the proceedings of the meeting to enable the shareholders to cast their vote on the resolutions.

For KKV Agro Powers Limited

Tirupur Kulandaivel Chandiran (DIN: 00031091)
Chairperson and Managing Director

Date : 11.08.2025

Place : Coimbatore



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Annexure - A

EXPLANATORY STATEMENT TO THE NOTICE

*(Pursuant to section 102 of the Companies act, 2013)
(For the Special Businesses to be transacted at the meeting)*

ORDINARY BUSINESS:

Item No. 4: Reappointment of Mrs. Selvi (DIN: 00032962), Wholetime Director who retires by rotation and being eligible, offers herself for re-appointment

Mrs. Selvi (DIN: 00032962) is a promoter and one of the founders of the company. She has been serving as a member of the Board of Directors of the company since its incorporation, and as its Wholetime Director since 01.04.2015. She was reappointed as the Wholetime Director of the company for a period of 5 years in the 12th Annual General Meeting of the company on 18.09.2024.

The provisions of Section 152(6) pertaining to the retirement of Directors by rotation in every annual general meeting are applicable to the company. Further, Articles 186 and 204 of the Articles of Association of the company also provide for the retirement of Directors by rotation in every annual general meeting. Hence, Mrs. Selvi (DIN: 00032962), Director is liable to retire by rotation. Being eligible, she offers herself for reappointment in this Annual General Meeting, and the resolution for the said appointment is placed before the members for their approval as an Ordinary Resolution.

Disclosures under Companies Act and Secretarial Standards

The Disclosures required to be provided under the Secretarial Standards - 2, and Section 102 and Section 203 r/w Schedule V of the Companies Act, 2013 are as follows:



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Sl. No.	Particulars	Disclosure
1.	Name of the Director	Selvi
2.	DIN	00032962
3.	Date of Birth (Age)	03.12.1961 (63 years)
4.	Qualifications	School Education
5.	Experience	Member of the Board of the company since 2012 and serving as the Wholetime Director of the company since 2015
6.	Terms and conditions of appointment	Re-appointment as Director pursuant to retirement by rotation under Section 152(6) and approval for fixing of remuneration under Section 197 for a period of 3 years
7.	Details of remuneration sought to be paid	Rs. 75,000/- (Rupees Seventy-Five Thousand Only) per month, i.e., Rs. 9,00,000/- (Rupees Nine Lakhs Only) per annum
8.	Remuneration last drawn	Rs. 75,000/- (Rupees Seventy-Five Thousand Only) per month, i.e., Rs. 9,00,000/- (Rupees Nine Lakhs Only) per annum
9.	Date of first appointment on the Board	05.06.2012
10.	Shareholding in the company	24,887 (4.39%)
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	1. Wife of Mr. T.K. Chandiran, Managing Director 2. Mother of Mr. A.C. Vineethkumar, Director
12.	The number of Meetings of the Board attended during the year	6 out of 6



KKV AGRO POWERS LIMITED

Annual Report 2024-25

13.	Other Directorships	1. SCM Global Brands Private Limited 2. AKVN Solar Private Limited 3. Coimbatore Jewel Craft Infrastructure Foundation 4. The KTM Jewellery Limited 5. KKV Chakra Limited
14.	Membership/ Chairmanship of Committees of other Boards	NIL
15.	Recognition or awards	NA
16.	Job profile and his suitability	She is one of the founders of the company and has been part of it since the inception of the Company and played pivotal role for the organization and have led successful growth of the business.
17.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibilities shouldered by her, the proposed remuneration is commensurate with industry standards as compared with similarly sized business.
18.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	No other pecuniary relationship other than remuneration drawn. Relationships as mentioned in point 11 hereinabove.

Disclosures under SEBI (LODR), 2015

The details required to be provided under Regulation 36 (3) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations:



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Brief Resume of the Director



Mrs. Selvi is a promoter and one of the founding members of the Company. She has been associated with the Board since its incorporation on June 5, 2012, and has been serving as the Wholetime Director since April 1, 2015. She brings with her over 25 years of business and management experience, particularly in the textiles and jewellery industry. Under her stewardship, the company has consistently grown in operational and financial strength. Mrs. Selvi is actively involved in the strategic, administrative, and operational functions of the Company and plays a pivotal role in its day-to-day affairs.

Sl. No.	Description	Terms & Condition
1.	Nature of expertise in specific functional areas	Over 25 years of business and management experience in the textiles and jewellery industry.
2.	Disclosure of relationships between directors inter-se	1. Wife of Mr. T.K. Chandiran, Chairperson and Managing Director 2. Mother of Mr. A.C. Vineethkumar, Director
3.	Listed entities in which the person holds directorship	NIL
4.	Membership of Committees of the board in listed companies	NIL
5.	Listed entities from which the person has resigned in the past three year	NIL



KKV AGRO POWERS LIMITED

Annual Report 2024-25

6.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NA, since the proposed appointee is an Executive Director
7.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA, since the proposed appointee is not an Independent Director

Mrs. Selvi herself, Mr. T.K. Chandiran her husband and Managing Director of the company, and Mr. A.C. Vineethkumar, her son and Director of the company, are interested in the above resolution by virtue of their relationship with the Director proposed to be appointed, to the extent of their respective shareholdings in the company. Except the above, none of the Directors or Key Managerial Personnel of the company are interested in the above appointment.

This item does not relate to or affect any other company, hence the disclosure required under the proviso to Section 102(2) is not required.

Any documents referred to in this resolution or explanatory statement relating to this item, shall be available for inspection of the members at the registered office of the company on any working day during business hours.

SPECIAL BUSINESSES:

Item No. 5: Appointment of Mr. Kuthurathulla Usmanali (DIN: 07025886), as an Independent Director of the company

Mr. Varadharaja Nadar Chandrasekaran (DIN: 07276704), who was appointed as the Independent Director of the company with effect from 07.09.2015 has served on the Board of Directors of the company for a period of 10 years. He was reappointed for a second term of 5 years in the 8th Annual General Meeting held on 29.09.2020, and his term of office is expiring on 06.09.2025.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

According to Section 149(11) of the Companies Act, 2013, no Independent Director shall hold office for more than two consecutive terms, and hence, he cannot be reappointed to the office. Hence, Mr. V.N. Chandrasekaran (DIN: 07276704), Independent Director shall automatically retire from the office on 06.09.2025.

Hence, a new person is to be appointed in his place to the Board. Proposal for appointment of Mr. Kuthurathulla Usmanali (DIN: 07025886) as Non-Executive Independent Director of the Company has been proposed with effect from 02.09.2025, recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors, in their meeting held on 04.08.2025.

Mr. K. Usmanali (DIN: 07025886) has furnished the Consent to act as Director of the company in Form DIR-2, the statement that he is not disqualified from holding Directorships in companies in Form DIR-8 and the Declaration of Interest in other entities in Form MBP-1 to the Board of Directors and the same have been reviewed by the Board. He has also 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.

The Board of Directors are of the opinion that he fulfils the criteria for independence as provided under the law and that he is independent of the management of the company. The Board of Directors and the Nomination and Remuneration Committee have further ensured that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, and affirms the same pursuant to NSE Circular - NSE/CML/2018/02 dated June 20, 2018.

Disclosures under Companies Act and Secretarial Standards

The Disclosures required to be provided under the Secretarial Standards - 2, and Section 102 r/w Schedule V of the Companies Act, 2013 are as follows:

Sl. No.	Particulars	Disclosure
1.	Name of the Director	Kuthurathulla Usmanali
2.	DIN	07025886



KKV AGRO POWERS LIMITED

Annual Report 2024-25

3.	Date of Birth (Age)	09.03.1954 (71 years)
4.	Qualifications	Bachelor of Science (B. Sc.) Bachelor of Law (B. L.).
5.	Experience	Retd. Accounts Officer from Bharat Sanchar Nigam Limited (BSNL),
6.	Terms and conditions of appointment	Appointment as Independent Director (Non-Executive)
7.	Details of remuneration sought to be paid	Sitting fees as may be decided by the Board of Directors from time to time
8.	Remuneration last drawn	NA
9.	Date of first appointment on the Board	NA
10.	Shareholding in the company	NIL
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
12.	The number of Meetings of the Board attended during the year	NA
13.	Other Directorships	Independent Director (The KTM Jewellery Limited)
14.	Membership/ Chairmanship of Committees of other Boards	1. Chairperson of Audit Committee – The KTM Jewellery Limited 2. Member of Nomination and Remuneration Committee - The KTM Jewellery Limited 3. Member of CSR Committee - The KTM Jewellery Limited

Other Disclosures

None of the Directors or Key Managerial Personnel of the company are interested in the above appointment.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

This item does not relate to or affect any other company, hence the disclosure required under the proviso to Section 102(2) is not required.

Any documents referred to in this resolution or explanatory statement relating to this item, shall be available for inspection of the members at the registered office of the company on any working day during business hours.

Disclosures under SEBI (LODR), 2015

The details required to be provided under Regulation 36 (3) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, is as follows:

Brief Resume of the Director



Mr. Kuthurathulla Usmanali is a seasoned professional with a distinguished career in finance and regulatory affairs. He retired as an **Accounts Officer** from **Bharat Sanchar Nigam Limited (BSNL)**, where he gained extensive experience in public sector accounting, budgeting, and financial compliance. With a career spanning several decades in government service, Mr. Usmanali has developed deep insights into the functioning of large-scale financial systems, statutory processes, and internal controls.

In addition to his experience in finance, Mr. Usmanali holds dual academic credentials—a **Bachelor of Science (B.Sc.)** degree and a **Bachelor of Law (LL.B.)**. His legal education, combined with his financial background, equips him with a rare blend of analytical, legal, and regulatory expertise. He possesses sound knowledge of corporate laws, administrative procedures, and regulatory compliance frameworks, making him well-versed in handling both financial and legal matters with equal competence.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Sl. No.	Description	Terms & Condition
1.	Nature of expertise in specific functional areas	Extensive experience in public sector accounting, budgeting, and financial compliance and deep knowledge of corporate laws, administrative procedures, and regulatory compliance frameworks.
2.	Disclosure of relationships between directors inter-se	NIL
3.	Listed entities in which the person holds directorship	NIL
4.	Membership of Committees of the board in listed companies	NIL
5.	Listed entities from which the person has resigned in the past three year	NIL
6.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL
7.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role requires the person to have knowledge about the industry and business and exercise objective and fair judgment. The Board is satisfied that Mr. Usmanali meets the criteria.

Justification for the appointment as Independent Directors

The Nomination & Remuneration Committee and the Board of Directors of the company, 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



KKV AGRO POWERS LIMITED

Annual Report 2024-25

by the Director during his tenure, is of the opinion that the continued association of this Director as an Independent Directors would be in the best interest of the Company.

Based on the above, the Board hereby recommend the re-appointment of Mr. Kuthurathulla Usmanali (DIN: 07025886) as Independent Directors on the Board of the Company, to hold office for a term of five consecutive years up to 01.09.2030, to be approved by the shareholders by way of an Ordinary Resolution.

Item No. 6: Issue of Bonus Shares

The Board of Directors of the Company, at its meeting held on 04.08.2025 recommended the issue of bonus shares to the equity shareholders of the Company in the ratio of 1:10, that is, 1 (one) new fully paid-up equity share of Rs. 10/- each for every 10 existing equity shares held as on the record date to be fixed by the Board. The Securities Premium Account of the company has a balance of Rs. 8,75,36,644/- as on 31.03.2025. The Board has proposed to issue the bonus shares out of the Securities Premium Account of the company by capitalising a sum of Rs. 5,66,870/- (Rupees Five Lakhs Sixty-Six Thousand Eight Hundred and Seventy Only).

The Record Date for the aforesaid bonus issue of the Equity Shares shall be fixed by the Board of Directors.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

Objective and Rationale for Bonus Issue:

The proposed bonus issue is aimed at rewarding shareholders for their continued trust and support, improving the liquidity of the Company's equity shares in the stock market, and broadening retail investor participation. The bonus issue reflects the Company's strong financial position and its commitment to delivering value to its shareholders.

Source of Bonus Issue:

The bonus shares shall be issued by capitalizing a sum not exceeding Rs. 5,66,870/- (Rupees Five Lakhs Sixty-Six Thousand Eight Hundred and Seventy Only) from the



KKV AGRO POWERS LIMITED

Annual Report 2024-25

securities premium account, as per the latest audited financial statements of the Company, and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder.

Compliance with Applicable Laws:

The proposed issue is in conformity with Section 63 of the Companies Act, 2013, and the relevant rules thereunder.

The Company has sufficient authorised share capital to accommodate the bonus issue.

The issue of bonus shares requires approval of the members by way of a Special Resolution, as per the applicable provisions of the Companies Act, 2013, and the Articles of Association of the Company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives is in any way concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

This item does not relate to or affect any other company, hence the disclosure required under the proviso to Section 102(2) is not required.

Any documents referred to in this resolution or explanatory statement relating to this item, shall be available for inspection of the members at the registered office of the company on any working day during business hours.

The Board recommends passing of the proposed resolution as an Ordinary Resolution.

Item No. 7: Fixing Remuneration for Mr. Tirupur Kulandaivel Chandiran (DIN: 00031091), Managing Director

Mr. T.K Chandiran (DIN: 00031091), Chairperson and Managing Director of the company, is one of the founders, and a promoter and Director of the company. He has been drawing a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty-Thousand Only) per month, i.e., Rs. 30,00,000/- (Rupees Thirty Lakhs Only) per annum.

Considering his contribution to the efficiency and growth of the Company, it was proposed to continue to pay a remuneration not exceeding Rs. 30,00,000/- (Rupees Thirty Lakhs Only) per annum to the Director, under the provisions of Section 197 read with Schedule V and other applicable provisions thereof which requires the



KKV AGRO POWERS LIMITED

Annual Report 2024-25

approval of members of the Company. The same was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 04.08.2025.

Hence, the Board seeks approval from the members in this Annual General Meeting to for fixing the remuneration under the said provisions of the Companies Act, 2013 to be passed as a Special Resolution.

Disclosures under Companies Act and Secretarial Standards

The Disclosures required to be provided under the Secretarial Standards-2, and Section 102, read with Schedule V of the Companies Act, 2013 are as follows:

Sl. No.	Particulars	Disclosure
1.	Name of the Director	T. K. Chandiran
2.	DIN	00031091
3.	Date of Birth (Age)	09.05.1953 (72 years)
4.	Qualifications	Alumnus of Sri Venkateshwara University, Andhra Pradesh and holds a master's Degree in Commerce and BGL
5.	Experience	He has around 50 years of experience in the business of retail jewellery and textiles showrooms as well as power generation plants. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations for our Company.
6.	Terms and conditions of appointment	Fixing of remuneration for a period of 3 years
7.	Details of remuneration sought to be paid	Rs. 2,50,000/- (Rupees Two Lakhs Fifty-Thousand Only) per month, i.e., Rs. 30,00,000/- (Rupees Thirty Lakhs Only) per annum



KKV AGRO POWERS LIMITED

Annual Report 2024-25

8.	Remuneration last drawn	Rs. 2,50,000/- (Rupees Two Lakhs Fifty-Thousand Only) per month, i.e., Rs. 30,00,000/- (Rupees Thirty Lakhs Only) per annum
9.	Date of first appointment on the Board	05.06.2012
10.	Shareholding in the company	2,19,581 (38.74%)
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	1. Husband of Mrs. Selvi, Wholetime Director 2. Father of Mr. A.C. Vineethkumar, Director
12.	The number of Meetings of the Board attended during the year	6 out of 6
13.	Other Directorships	1. SCM Global Brands Private Limited 2. Coimbatore Jewel Craft Infrastructure Foundation 3. KKV Chakra Limited 4. The KTM Jewellery Limited 5. AKVN Solar Private Limited 6. Gajaananda Jewellery Maart Private Limited 7. SCM Garments Private Limited 8. AKVN B & S Overseas Limited 9. AKVN Institute of Medical Sciences Limited
14.	Membership/ Chairmanship of Committees of other Boards	1. Corporate Social Responsibility Committee in The KTM Jewellery Limited 2. Audit Committee in The KTM Jewellery Limited 3. Nomination and Remuneration Committee in The KTM Jewellery Limited



KKV AGRO POWERS LIMITED

Annual Report 2024-25

15.	Recognition or awards	NA
16.	Job profile and his suitability	He is the founder of the company and has been part of it since the inception of the Company and played pivotal role for the organization and have led successful growth of the business.
17.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibilities shouldered by him, the proposed remuneration is commensurate with industry standards as compared with similarly sized business.
18.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	No other pecuniary relationship other than remuneration drawn and as detailed in Form AOC-2. Relationships as mentioned in point 11 hereinabove.

Mr. T.K. Chandiran himself, A.C. Vineethkumar, his son and Director of the company, and Mrs. Selvi, his wife and Wholetime Director of the company, are interested in the above resolution by virtue of their relationship with the Director whose remuneration is proposed to be fixed, to the extent of their respective shareholdings in the company. Except the above, none of the other Directors, Key Managerial Personnel (KMP), or their relatives is in any way concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

This item does not relate to or affect any other company, hence the disclosure required under the proviso to Section 102(2) is not required.

Any documents referred to in this resolution or explanatory statement relating to this item, shall be available for inspection of the members at the registered office of the company on any working day during business hours.

The Statement prescribed under Schedule V Part II Section II Para B, under clause (iv) to the second proviso, providing the disclosures in respect of payment of



KKV AGRO POWERS LIMITED

Annual Report 2024-25

remuneration in case of inadequate profits is annexed at the end of this Explanatory Statement, after Item No. 9.

The Board recommends passing of the proposed resolution as a Special Resolution.

Item No. 8: Fixing Remuneration for Mrs. Selvi (DIN: 00032962), Wholetime Director

Mrs. Selvi (DIN: 00032962), Wholetime Director of the company, is one of the founders, and a promoter and Director of the company. She has been drawing a remuneration of Rs. 75,000/- (Rupees Seventy-Five Thousand Only) per month, i.e., Rs. 9,00,000/- (Rupees Nine Lakhs Only) per annum.

Considering her contribution to the efficiency and growth of the Company, it was proposed to continue to pay a remuneration not exceeding Rs. 9,00,000/- (Rupees Nine Lakhs Only) per annum to the Director, under the provisions of Section 197 read with Schedule V and other applicable provisions thereof which requires the approval of members of the Company. The same was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 04.08.2025.

Hence, the Board seeks approval from the members in this Annual General Meeting to for fixing the remuneration under the said provisions of the Companies Act, 2013 to be passed as a Special Resolution.

Disclosures under Companies Act and Secretarial Standards

The Disclosures required to be provided under the Secretarial Standards-2, and Section 102, read with Schedule V of the Companies Act, 2013 in case of fixation of remuneration of Directors, are already provided under the Explanatory Statement for Item No. 4 and are not repeated here for the sake of brevity.

Mrs. Selvi herself, A.C. Vineethkumar, her son and Director of the company, and Mr. T.K. Chandiran, her husband and Managing Director of the company, are interested in the above resolution by virtue of their relationship with the Director whose remuneration is proposed to be fixed, to the extent of their respective shareholdings in the company. Except the above, none of the other Directors, Key Managerial Personnel (KMP), or their relatives is in any way concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

This item does not relate to or affect any other company, hence the disclosure required under the proviso to Section 102(2) is not required.

Any documents referred to in this resolution or explanatory statement relating to this item, shall be available for inspection of the members at the registered office of the company on any working day during business hours.

The Statement prescribed under Schedule V Part II Section II Para B, under clause (iv) to the second proviso, providing the disclosures in respect of payment of remuneration in case of inadequate profits is annexed at the end of this Explanatory Statement, after Item No. 9.

The Board recommends passing of the proposed resolution as a Special Resolution.

Item No. 9: Fixing Remuneration for Mr. Ammasi Chandiran Vineethkumar (DIN: 06756745), Director

Mr. A.C. Vineethkumar (DIN: 06756745), is presently designated as the Director (Non-Executive) of the Company. The shareholders of the company, in the 10th Annual General Meeting of the company held on 03.09.2022 had approved a remuneration of Rs. 80,000/- per month for the Financial Years from 2022-2023 to 2024-2025.

Considering his contribution to the efficiency and growth of the Company, it was proposed to continue to pay a remuneration not exceeding Rs. 80,000/- (Rupees Eighty-Thousand Only) per month, i.e., Rs. 9,60,000/- (Rupees Nine Lakhs Sixty-Thousand Only) to the Director. The same was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 04.08.2025 under the provisions of Section 197 read with Schedule V and other applicable provisions thereof which requires the approval of members of the Company.

Hence, the Board seeks approval from the members in this Annual General Meeting to for fixing the remuneration under the said provisions of the Companies Act, 2013 to be passed as a Special Resolution.

Disclosures under Companies Act and Secretarial Standards

The Disclosures required to be provided under the Secretarial Standards - 2, and Section 102, read with Schedule V of the Companies Act, 2013 are as follows:



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Sl. No.	Particulars	Disclosure
1.	Name of the Director	A.C. Vineethkumar
2.	DIN	06756745
3.	Date of Birth (Age)	25.12.1994 (30 years)
4.	Qualifications	B. Sc Fashion Technology, Masters in International Business Management Psychology
5.	Experience	10 Years in Retail Jewellery and Textiles Sector
6.	Terms and conditions of appointment	NA
7.	Details of remuneration sought to be paid	Rs. 9,60,000/- per annum
8.	Remuneration last drawn	Rs. 9,60,000/- per annum
9.	Date of first appointment on the Board	14.12.2013
10.	Shareholding in the company	503 (0.0887%)
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	1. Son of Mr. T.K. Chandiran, Managing Director 2. Son of Mrs. Selvi, Wholetime Director
12.	The number of Meetings of the Board attended during the year	6 out of 6
13.	Other Directorships	1. The KTM Jewellery Limited 2. THEUN -USUALCO (OPC) Private Limited 3. Coimbatore Jewel Craft Infrastructure Foundation 4. KKV Chakra Limited 5. AKVN B & S Overseas Limited



KKV AGRO POWERS LIMITED

Annual Report 2024-25

		6. AKVN Institute of Medical Sciences Limited 7. Campsvink Rock Mining Limited
14.	Membership/ Chairmanship of Committees of other Boards	NIL
15.	Recognition or awards	NA
16.	Job profile and his suitability	He is the founder of the company and has been part of it since the inception of the Company and played pivotal role for the organization and have led successful growth of the business.
17.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibilities shouldered by him, the proposed remuneration is commensurate with industry standards as compared with similarly sized business.
18.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	No other pecuniary relationship other than remuneration drawn. Relationships as mentioned in point 11 hereinabove.

Mr. A.C. Vineethkumar himself, Mr. T.K. Chandiran, his father and Managing Director of the company, and Mrs. Selvi, his mother and Director of the company, are interested in the above resolution by virtue of their relationship with the Director whose remuneration is proposed to be fixed, to the extent of their respective shareholdings in the company. Except the above, none of the other Directors, Key Managerial Personnel (KMP), or their relatives is in any way concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

This item does not relate to or affect any other company, hence the disclosure required under the proviso to Section 102(2) is not required.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Any documents referred to in this resolution or explanatory statement relating to this item, shall be available for inspection of the members at the registered office of the company on any working day during business hours.

The Board recommends passing of the proposed resolution as a Special Resolution.

DISCLOSURES FOR INADEQUATE PROFITS UNDER SCHEDULE V FOR ITEM NOS. 7, 8 AND 9

The statement prescribed under Schedule V Part II Section II Para B, under clause (iv) to the second proviso, in respect of payment of remuneration in case of inadequate profits is as follows:

Sl. No.	Particulars	Disclosure
I.	General information	
1.	Nature of industry	<ul style="list-style-type: none">• Wind and Solar renewable energy generation• Bullion Trading• Jewellery wholesale and retail trading
2.	Date of commencement of commercial production	05/06/2012
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	During the year 2024-25, the Company has earned income of Rs. 96,222.95 Lakhs. After providing for expenditure of Rs. 9,59,689.43 Lakhs and tax the Company has earned a Net profit of Rs. 1.69 crores.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

5.	Foreign investments or collaborations, if any.	NIL
II.	Information about the appointee	Provided hereinabove in the Explanatory Statement for Item Nos. 7, 8 and 9 respectively.
III.	Other information	
1.	Reasons of loss or inadequate profits	The Company is in its growth stage of operation and has aspirations to grow big in the field of Jewellery, renewable energy sector and allied services. The Company aims at achieving higher profits in the upcoming years.
2.	Steps taken or proposed to be taken for improvement	The Company is proposing to initiate new projects, including the relaunch of purification segment. Further, the management is hopeful that the Company will enhance revenue during the course of the current financial year which will reflect in the bottom line of the future years.
3.	Expected increase in productivity and profits in measurable terms	The Management aims at achieving a Net Profit of Rs. 2 crores in the financial year 2025-26 and a considerable increase in the subsequent years.
4.	Other Disclosures under "Corporate Governance"	Detailed in para 55 of the Board's Report

For KKV Agro Powers Limited

SD/-

Tirupur Kulandaivel Chandiran (DIN: 00031091)

Chairperson and Managing Director

Date : 11.08.2024

Place : Coimbatore



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Annexure-B

PROCESS AND MANNER FOR ATTENDING AGM THROUGH INSTAMEET

Classification: Public



InstaMeet VC Instructions

URL: <https://instameet.in.mpms.mufg.com>
Version V 1.5

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KKV AGRO POWERS LIMITED

Annual Report 2024-25

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:
 - A. Demat Account No. or Folio No:**
Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – shall provide Folio Number.
 - B. PAN:**
Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No:** Enter your Mobile No.
 - D. Email ID:** Enter your email Id as recorded with your DP/ Company.
- c) Click “Go to Meeting”. You are now registered for InstaMeet, and your attendance is marked for the meeting.

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KKV AGRO POWERS LIMITED

Annual Report 2024-25

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Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

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(Formerly Link Intime India Private Limited)





KKV AGRO POWERS LIMITED

Annual Report 2024-25

- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- 1. *Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.*
- 2. *Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.*
- 3. *Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.*
- 4. *Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*
- 5. *Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.*

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KKV AGRO POWERS LIMITED

Annual Report 2024-25

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

For and on behalf of KKV Agro Powers Limited



Team InstaMeet

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Annual Report 2024-25

Annexure-C

INSTRUCTIONS FOR REMOTE E-VOTING

Classification: Public

InstaVOTE

Remote E-Voting Instructions

URL: <https://instavote.linktintime.co.in>
Version V 1.7

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KKV AGRO POWERS LIMITED

Annual Report 2024-25

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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Annual Report 2024-25

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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(Formerly Link Intime India Private Limited)





KKV AGRO POWERS LIMITED

Annual Report 2024-25

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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KKV AGRO POWERS LIMITED

Annual Report 2024-25

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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(Formerly Link Intime India Private Limited)





KKV AGRO POWERS LIMITED

Annual Report 2024-25

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

- NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
- CDSL demat account – User ID is 16 Digit Beneficiary ID.
- Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

- Enter your 10-digit Permanent Account Number (PAN)
- (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

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(Formerly Link Intime India Private Limited)





KKV AGRO POWERS LIMITED

Annual Report 2024-25

**Shareholders holding shares in NSDL form, shall provide 'D' above*

***Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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(Formerly Link Intime India Private Limited)





KKV AGRO POWERS LIMITED

Annual Report 2024-25

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

MUFG Intime India Private Limited

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(Formerly Link Intime)





KKV AGRO POWERS LIMITED

Annual Report 2024-25

- d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

MUFG Intime India Private Limited

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(Formerly Link Intime)





KKV AGRO POWERS LIMITED

Annual Report 2024-25

- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: - Tel: 022 – 49186000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

MUFG Intime India Private Limited

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KKV AGRO POWERS LIMITED

Annual Report 2024-25

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “**SUBMIT**”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

MUFG Intime India Private Limited

A part of MUFG Corporate Markets, a division of MUFG Pension & Market Services
(Formerly Link Intime)





KKV AGRO POWERS LIMITED

Annual Report 2024-25

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

MUFG Intime India Private Limited

A part of MUFG Corporate Markets, a division of MUFG Pension & Market Services
(Formerly Link Intime)





KKV AGRO POWERS LIMITED

Annual Report 2024-25

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

For and on behalf of KKV Agro Powers Limited



Team InstaMeet

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KKV AGRO POWERS LIMITED



BOARD'S REPORT

2024-25



KKV AGRO POWERS LIMITED

Annual Report 2024-25

BOARD'S REPORT

To
The Members,

Your Board of Directors have pleasure in presenting the 13th Annual Report of your company, **KKV Agro Powers Limited** (CIN: L40108TZ2012PLC018332) for the financial year 2024-25, together with the Audited Financial Statements for the Financial Year ended 31st March 2024.

1. FINANCIAL HIGHLIGHTS AND REVIEW OF PERFORMANCE:

(Rs. in Lakhs)

Particulars	Current Year 2024-25	Previous Year 2023-24
Income from Operations	96,213.45	1,55,376.92
(+) Other Income	9.49	100.82
Gross Receipts (including other Income)	96,222.95	1,55,477.74
(-) Total Expenditure excluding interest and depreciation	95,692.19	1,55,134.18
EBITDA	530.76	343.57
(-) Finance Cost	98.52	101.70
(-) Depreciation	178.23	180.05
Profit/(Loss) before taxation for the year	254.01	61.82
Less: Current tax Expenses	102.47	9.70
Less: Deferred Tax Liability/ Asset	(17.16)	25.12
Less: Earlier years	-	-
Profit/(Loss) after taxation for the year	168.70	27.01

Financial Performance of the Company:

During the year 2024-25, the Company has earned income of Rs. 96,222.95 Lakhs compared to Rs. 1,55,477.74 Lakhs during the previous year. After providing for



KKV AGRO POWERS LIMITED

Annual Report 2024-25

expenditure and tax the Company has earned a Net profit of Rs. 1.69 crores compared to a Net profit of Rs. 27.00 Lakhs in the previous year 2023-24.

The company has shown significant improvement in performance as compared to the previous reporting period, and the Board of Directors are optimistic of better performance in the coming years.

2. CHANGE IN NATURE OF BUSINESS

During the year, there was no change in the nature of business of the company. The company has carried out business operations in two business segments, namely, Trading in Precious Metals and Generation and Sale of Electricity. Presently, the Board of Directors are planning to relaunch its Purification Business in the financial year 2025-26 as a vertical of the Jewellery Segment.

3. STATE OF AFFAIRS AND BUSINESS REVIEW

The energy segment, consisting of wind and solar operations, continues to be the mainstay of the company's operations. During FY 2024-25, the company generated a total of 1.60 crore units of electricity, with 1.14 crore units from wind and 0.46 crore units from solar. The Windmill division reported revenue from operations of ₹4.92 crores and a profit before tax of ₹47.08 lakhs. The Solar division posted revenue of ₹2.59 crores and profit before tax of ₹8.59 lakhs.

The bullion trading division reported a revenue of ₹902.80 crores and a profit of ₹63.68 lakhs, and the jewellery retail segment booked a revenue of ₹51.79 crores and a profit before tax of ₹1.33 crores.

The company is making efforts to improve the business and your Directors are optimistic of future growth and prosperity.

4. TRANSFER TO RESERVES:

During the year, the company has not transferred any amount to the reserves. The net profit for the financial year 2024-25 amounting to Rs. 1.69 Crores was retained by the company in the Surplus Account.

5. DIVIDEND:



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Based on the Company's performance, the Board of Directors are pleased to recommend a Dividend of 50% to the holders of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, i.e. of Rs. 5/- (Rupees Three Only) per share for the financial year 2024-25 subject to the approval of the Shareholders of the Company in the ensuing 13th Annual General Meeting.

The Board of Directors have also approved a Dividend of 3% to the holders of Redeemable Cumulative Preference Shares of face value of Rs. 100/- (Rupees Hundred Only) each, i.e. Rs. 3/- (Rupees Three Only) per share.

6. CHANGES IN SHARE CAPITAL:

The Authorized Share Capital of the Company as on 31st March 2025 stands at Rs.12,00,00,000/- divided into 1,10,00,000 Equity Shares of Rs. 10/- each aggregating to Rs.11,00,00,000/- and 1,00,000 Preference Shares of Rs. 100/- each aggregating to Rs.1,00,00,000/-.

The Issued, Subscribed and Paid-up Share Capital of the Company as on 31st March 2025 stands at Rs. 1,46,68,750/- divided into 5,66,875 Equity Shares of Rs.10/- each aggregating to Rs. 56,68,750/- and 90,000 Preference Shares of Rs.100/- each aggregating to Rs. 90,00,000/-. The equity shares of the company are fully dematerialized, and the Preference Shares are held physically.

There have been no changes in the Authorised, Issued, Subscribed and Paid-Up Share Capital of the company during the financial year 2024-25.

The Board of Directors, have proposed and recommended to the shareholders for their approval in the ensuing 13th Annual General Meeting of the company, the issue of issue of 56,687 Bonus Shares at the ratio of 1:10 i.e., 1 (One) new fully paid-up equity share of Rs.10/- (Rupees Ten Only) each for every 10 (Ten) existing equity share held, by Capitalizing a sum of Rs. 5,66,870/- (Rupees Five Lakhs Sixty-Six Thousand Eight Hundred and Seventy Only) out of Securities Premium Reserve of the Company.

7. 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 confirms that it has no dues outstanding fees payable to the National Stock Exchange for the year 2024-25. The Equity Shares of the company are fully dematerialised.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

8. WEB ADDRESS OF ANNUAL RETURN:

Pursuant Section 92 (3) and Section 134(3)(a) of the Companies Act, 2013, the Company shall place a copy of Annual Return as at 31.03.2025 on the Company's website www.kkvagropowers.com, after the same is submitted to the Registrar of Companies.

9. DETAILS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY AND HIGHLIGHTS OF PERFORMANCE

The company does not have any holding, subsidiary, associate or joint venture company. No companies have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year.

10. REVISION OF FINANCIAL STATEMENTS

The Company has not revised its Financial Statement or Board's Report during the financial year.

11. BOARD OF DIRECTORS:

Your Company has an optimum combination of Executive and Non-Executive Directors as required by the Companies Act, 2013 and Listing Regulations. 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. During the year, all the Directors were resident in India.

Composition of Board of Directors as on 31.03.2025

Sl. No	Name of the Directors	Designation	DIN	Category	Residential Status
1	Mr. T. K. Chandiran	Managing Director	00031091	Executive - Promoter	Resident
2	Mrs. C. Selvi	Wholetime Director	00032962	Executive - Promoter	Resident
3	Mr. A.C. Vineethkumar	Director	06756745	Non-Executive - Promoter	Resident



KKV AGRO POWERS LIMITED

Annual Report 2024-25

4	Mr. V. N. Chandrasekaran	Independent Director	07276704	Non-Executive - Independent	Resident
5	Mr. B. Mohan	Independent Director	05255699	Non-Executive - Independent	Resident

Changes in Directors during the financial year 2024-25

In the 12th Annual General Meeting of the company held on 18.09.2024, Mr. Ammasi Chandiran Vineethkumar (DIN: 06756745), Director who was liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013 offered himself for reappointment and was reappointed by the shareholders.

Mr. T. K. Chandiran (DIN: 00031091), Managing Director and Mrs. Selvi (DIN: 00032962), Wholetime Director were appointed to their respective positions on 03.04.2021 in the 9th Annual General Meeting of the company, for a period of 3 years. Their respective terms have expired and they are liable to be reappointed. The Board of Directors, in their meeting held on 26.03.2024, had considered and approved their re-appointments with effect from 03.04.2024. The reappointments were approved by the shareholders in the 12th Annual General Meeting of the company held on 18.09.2024.

Further, Mr. Bhagavan Mohan (DIN: 05255699), Independent Director who was holding the office for a term of 5 years expiring on 22.04.2024, was reappointed as Independent Director by the Board of Directors in their meeting held on 26.03.2024 for a second term of 5 years. His reappointment was approved by the shareholders in the 12th Annual General Meeting of the company held on 18.09.2024.

Except the above, no other changes have occurred in the composition of Board of Directors of the company during the financial year.

Change in Directors after the close of financial year

Mrs. Selvi (DIN: 00032962), Wholetime Director retires by rotation at the ensuing 13th Annual General Meeting and being eligible, has offered herself for re-appointment. The Board recommends her re-appointment to the shareholders.

Mr. Varadharaja Nadar Chandrasekaran (DIN: 07276704), who was appointed as the Independent Director of the company with effect from 07.09.2015 has served on the



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Board of Directors of the company for a period of 10 years. He was reappointed for a second term of 5 years in the 8th Annual General Meeting held on 29.09.2020, and he shall retire from the office on 06.09.2025.

The appointment of Mr. Kuthurathulla Usmanali (DIN: 07025886) to the Board as Non-Executive Independent Director of the Company has been proposed with effect from 02.09.2025, recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors, in their meeting held on 04.08.2025. The appointment is now placed before the shareholders for their approval in the 13th Annual General Meeting.

12. KEY MANAGERIAL PERSONNEL

The company is a listed company and is therefore, required to appoint the following Key Managerial Personnel pursuant to Section 203 of the Companies Act, 2013:

- (a) Chief Executive Officer
- (b) Company Secretary
- (c) Chief Financial Officer

The company had the following composition of Key Managerial Personnel as on 31.03.2025:

Key Managerial Personnel (other than Directors) as on 31.03.2025:

Sl. No	Name of the KMP	Designation	Date of Cessation, if applicable
1	Mr. Meenakshisundaram Shankara Subramanian	Chief Executive Officer and Chief Financial Officer	-
2	CS Kavya Das R	Company Secretary and Compliance Officer	-

Changes in Key Managerial Personnel during the financial year 2024-25

Sl. No	Name of the Directors	Designation	Nature of Change	Date of Event
1	CS Paranivelan Paramasivam	Company Secretary	Cessation	31.05.2024



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2	Meenakshisundaram Shankarasubramanian	Chief Financial Officer	Appointment	29.05.2024
3	CS Kavya Das R	Company Secretary	Appointment	20.07.2024

There were no changes in Key Managerial Personnel of the company during the period after the close of the financial year till the date of this Report.

The elements of remuneration package of the Directors except Independent directors includes perquisites like HRA, Medical Reimbursement, LTA for self and Family, Entertainment Expenditure reimbursement etc. in accordance with the policy of the Company. These elements forms part of the remuneration approved by the shareholders.

13. COMPLIANCE OFFICER

The Company is required to appoint a Compliance Officer who shall be a qualified Company Secretary pursuant to Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the financial year, CS Kavya Das R was appointed as Company Secretary cum Compliance Officer of the company with effect from 20.07.2024 who is holding the position as on date.

14. SHARE TRANSFER AGENT

M/s Link Intime India Private Limited, Registrar and Share Transfer Agents (RTA) for equity shares of the Company has changed its name to **MUFG Intime India Private Limited** (CIN: U67190MH1999PTC118368) with effect from 31.12.2024.

15. BOARD MEETINGS AND ATTENDANCE:

During the year, 6 (six) Board Meetings were held as per the details provided below:



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Sl. No.	Name of the Member	Board Meetings attended during the year					
		29.05.2024	20.07.2024	26.08.2025	18.10.2024	14.11.2024	24.02.2025
1	Mr. T. K. Chandiran	✓	✓	✓	✓	✓	✓
2	Mrs. C. Selvi	✓	✓	✓	✓	✓	✓
3	Mr. A.C. Vineethkumar	✓	✓	✓	✓	✓	✓
4	Mr. V. N. Chandrasekaran	✓	✓	✓	✓	✓	✓
5	Mr. B. Mohan	✓	✓	✓	✓	✓	✓

The company has conducted at least one meeting in every quarter of the financial year, and the maximum gap between any two Board Meetings was less than one 120 days.

16. AUDIT COMMITTEE AND MEETINGS:

The company has duly constituted an Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013. The Composition of Audit Committee is tabled hereunder.

Sl. No	Name of the Member	Designation on the Board of Directors	Position in the Committee
1	Mr. V. N. Chandrasekaran	Independent Director	Chairperson
2	Mr. Bhagavan Mohan	Independent Director	Member
3	Mr. T. K. Chandiran	Managing Director	Member

During the year, 3 (three) meetings of the Audit Committee were held on the following dates, and all members of the Committee were present in the meetings:



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Sl. No.	Name of the Member	Audit Committee Meetings during the year		
		29.05.2024	26.08.2024	14.11.2024
1	Mr. V. N. Chandrasekaran	✓	✓	✓
2	Mr. Bhagavan Mohan	✓	✓	✓
3	Mr. T. K. Chandiran	✓	✓	✓

The Board of Directors have accepted the recommendations of the Audit Committee during the year. The Audit Committee is responsible for overseeing the vigil mechanism established by the company.

17. VIGIL MECHANISM:

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. After the close of the financial year, the policy was updated and approved by the Board of Directors in their meeting held on 29.05.2024. The policy is posted on the website of Company and can be accessed at the following web address: <https://kkvagropowers.com/investors/polices/>.

The Audit Committee is responsible for overseeing the vigil mechanism. There have been no complaints reported through the mechanism during the financial year.

18. NOMINATION AND REMUNERATION COMMITTEE:

The company has duly constituted a Nomination and Remuneration Committee pursuant to the provisions of Section 178 of the Companies Act, 2013. The Composition of the Committee is tabled hereunder:

Sl. No	Name of the Member	Designation on the Board of Directors	Position in the Committee
1	Mr. Bhagavan Mohan	Independent Director	Chairperson
2	Mr. T. K. Chandiran	Managing Director	Member
3	Mr. A. C. Vineethkumar	Director (Non-Executive)	Member
4	Mr. V. N. Chandrasekaran	Independent Director	Member



KKV AGRO POWERS LIMITED

Annual Report 2024-25

During the year, the Nomination and Remuneration Committee met 3 (three) times, and all members of the Committee were present in the meetings.

Sl. No.	Name of the Member	Audit Committee Meetings during the year		
		29.05.2024	20.07.2024	26.08.2024
1	Mr. V. N. Chandrasekaran	✓	✓	✓
2	Mr. Bhagavan Mohan	✓	✓	✓
3	Mr. T. K. Chandiran	✓	✓	✓

19. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Committee has formulated a Policy for the remuneration of the Directors, key managerial personnel and other employees, and the criteria for determining qualifications, positive attributes and independence of a director.

As per the policy, when considering the appointment and remuneration of Whole Time Directors, the Nomination & Remuneration Committee considers pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The policy is uploaded on the Company's website at the following web address:
<https://kkvagropowers.com/investors/policies/>

20. STAKEHOLDER RELATIONSHIP COMMITTEE:

The company has voluntarily constituted a Stakeholders Relationship Committee pursuant to Section 178 of the Companies Act, 2013, with the following composition, to consider and resolve the grievances of security holders of the company.

Sl. No	Name of the Member	Designation on the Board of Directors	Position in the Committee
1	Mr. V.N. Chandrasekaran	Independent Director	Chairperson
2	Mr. B. Mohan	Independent Director	Member
3	Mr. A.C. Vineethkumar	Director (Non-Executive)	Member



KKV AGRO POWERS LIMITED

Annual Report 2024-25

During the year, the Committee met once during the year, on 29.05.2024. The Committee has not received any complaints or grievances during the financial year 2024-25.

Particulars	SEBI	BSE	NSE	Letters	Mails	Total
Pending at the beginning of the year	NIL	NIL	NIL	NIL	NIL	NIL
Received during the year	NIL	NIL	NIL	NIL	NIL	NIL
Disposed during the year	NIL	NIL	NIL	NIL	NIL	NIL
Remaining unresolved at the end of the year	NIL	NIL	NIL	NIL	NIL	NIL

Pursuant to Section 178 of the Companies Act, 2013, read with Regulation 20 and 15(2)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is not required to constitute a Stakeholder Relationship Committee. Considering the current structure and volume of shareholders, and stakeholder grievances received, the Board of Directors formed the opinion that the functions of the Stakeholder Relationship Committee can be easily managed by the Board of Directors. Hence, the Board of Directors approved the dissolution of the Stakeholder Relationship Committee.

21. REAPPOINTMENT OF INDEPENDENT DIRECTORS

As on 31.03.2025, the Board of Directors of the company comprises of 2 (two) Independent Directors, constituting more than one-third of the total number of directors on the Board as required under Section 149 (4) of the Companies Act, 2013. The company has appointed the following persons as Independent Directors, who fulfil the eligibility criteria prescribed under the Act.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Sl. No	Name of the Directors	DIN	Date of Appointment	Date of Reappointment
1	Mr. V. N. Chandrasekaran	05255699	07.09.2015	29.09.2020
2	Mr. B. Mohan	07276704	22.04.2019	22.04.2024

The reappointment of Mr. B. Mohan (DIN: 07276704) as Independent Director for a second term of 5 years to hold office till 21.04.2029 was considered and approved by the members of the company in the 12th Annual General Meeting held on 18.09.2024.

Mr. V.N. Chandrasekaran (DIN: 05255699) was reappointed as Independent Director for a second term of 5 years in the 8th Annual General Meeting of the company held on 29.09.2020 and his term of office is expiring on 06.09.2025.

Now the company is proposing to appoint Mr. Kuthurathulla Usmanali (DIN: 07025886) to the Board as Non-Executive Independent Director of the Company with effect from 02.09.2025. The appointment was recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors, in their meeting held on 04.08.2025. The appointment is now placed before the shareholders for their approval in the 13th Annual General Meeting proposed.

22. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS:

Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) and complied with the code as prescribed in Schedule IV of the Companies Act, 2013, at the beginning of the financial year 2024-25, and the same were placed before the first meeting of the Board of Directors during the financial year held on 29.05.2024.

23. MEETING OF INDEPENDENT DIRECTORS

Pursuant to Section 149(8) of the Act read with Schedule VI Part VII, the Independent Directors of the company has held one meeting without the attendance of non-independent Directors and other members of management, during the financial year 2024-25. Both the independent Directors of the company were present at the meeting which was held on 29.05.2024.

The said meeting of Independent Directors:



KKV AGRO POWERS LIMITED

Annual Report 2024-25

- (i) reviewed the performance of non-independent Directors and the Board as a whole;
- (ii) reviewed the performance of the Chairperson of the company, and
- (iii) assessed the quality, quantity and timeliness of flow of information between the company management and the Board.

24. STATEMENT ON INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS:

During the financial year 2024-25, Mr. B. Mohan (DIN: 07276704) was reappointed as Independent Director for a second term of 5 years till 22.04.2029 in the 12th Annual General Meeting of the company held on 18.09.2024. The company is also proposing to appoint Mr. Kuthurathulla Usmanali (DIN: 07025886) as Independent Director of the Company with effect from 02.09.2025.

The Board of Directors are of the opinion that Independent Directors appointed/proposed to be appointed to the Board are persons with integrity, expertise and experience required for holding the position of Independent Director. The persons have cleared/is exempted from clearing the online proficiency self-assessment test conducted by the institute notified under Section 150(1) of the Companies Act, 2013.

25. STATEMENT ON PERFORMANCE EVALUATION OF BOARD

The Board has carried out an annual evaluation of its own performance, the individual Directors (including the Chairperson) 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 Chairperson of the Company and Audit Committee.

26. DEPOSITS:

The Company has not accepted any Deposits within the meaning of the provisions of Section 2 (31) and Chapter V of the Companies Act, 2013 read with Rule 2 (1)(c) of the Companies (Acceptance of Deposits) Rules, 2014. As on 31.03.2024, there are no amounts of deposits remaining unpaid or unclaimed, no default in repayment of



KKV AGRO POWERS LIMITED

Annual Report 2024-25

deposits or payment of interest thereon during the year, and there are no deposits which are not in compliance with the requirements of Chapter V of the Act.

27. MONEY RECEIVED FROM DIRECTOR OR RELATIVE OF DIRECTOR

The company does not have any outstanding borrowings from its directors as on 31st March 2025. A Short-term Unsecured Loan received from Mr. T. K. Chandiran (DIN: 00031091), Managing Director of the company, repayable on demand, amounting to Rs. 99,37,143/- (Rupees Ninety-Nine Lakhs Thirty-Seven Thousand One Hundred Forty-Three Only), was repaid in full during the year.

The Company has not received any moneys from any of the Directors of the Company or repaid any moneys during the financial year 2024-25.

28. PARTICULARS OF LOANS OR INVESTMENTS UNDER SECTION 186

The Company has not given any loans or guarantee or provided any security, or made any investments in other entities within the meaning of the provisions of Section 186 of the Companies Act, 2013.

29. 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. The details of related party transactions as per Section 188 of the Companies Act, 2013 are detailed in **Form AOC-2** and the same is furnished in **Annexure I** to this report.

The Board has formulated Policy on Related Party Transactions and the same is uploaded on the Company's website at the following address:

<http://kkvagropowers.com/investors/policies/>

30. CORPORATE SOCIAL RESPONSIBILITY:

The company has made an annual Turnover of Rs. 1,554.77.74 Crores (Rupees One Thousand Five Hundred and Fifty-Four Crores and Seventy-Eight Lakhs (approx.)) during the financial year 2023-24, triggering compliances relating to Corporate Social Responsibility for the financial year 2024-25. As per Section 135 of the Companies Act, 2013, every company having a turnover of 1000 crores or more shall:



KKV AGRO POWERS LIMITED

Annual Report 2024-25

- (a) constitute a Corporate Social Responsibility Committee of the Board,
- (b) formulate a Corporate Social Responsibility Policy, and
- (c) spends in the financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years

However, the company is exempted from constituting a Corporate Responsibility Committee since the amount required to be spent by a company during the financial year 2024-25 does not exceed Rs. 50,00,000/- (Rupees Fifty Lakhs Only), pursuant to Section 135 (9) of the Companies Act, 2013. However, the Board of Directors in their meeting held on 29.05.2024, have voluntarily constituted a Corporate Responsibility Committee with the objective of streamlining the CSR activities of the company in one place, and for ease of discharging the obligations prescribed under the Act.

The CSR Policy of the company as approved by the Board of Directors is posted on the website of the company at the following web address:
<http://kkvagropowers.com/investors/polices/>.

The CSR Annual Report for the financial year 2024-25 has been annexed to this report as *Annexure II*.

31. STATUTORY AUDITORS:

In terms of provisions of Section 139 (1) of the Companies Act 2013, M/s. B. Thiagarajan & Co. (Firm Reg. No. 04371S), Chartered Accountants have been appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of the 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting.

32. EXPLANATIONS FOR THE REMARKS IN THE INDEPENDENT AUDITOR'S REPORT:

There were no qualifications, reservations or adverse remarks or disclaimers made in the Independent Auditor's Report.

33. SECRETARIAL AUDIT AND REPORT:

As per the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed M/s. G. V. and Associates, Practising Company



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Secretaries (ICSI Unique code-P2004TN081200), Coimbatore to conduct the Secretarial Audit for the Financial Year 2024-25.

The report of the Secretarial Auditors dated 04.08.2025 in **Form MR-3** is furnished as *Annexure III* to this report.

34. EXPLANATIONS FOR THE REMARKS IN THE SECRETARIAL AUDITOR'S REPORT:

The explanations by the Board on the qualification, reservation or adverse remark or disclaimer made by the company secretary in practice in the Secretarial Audit Report is detailed below:

Comments /remarks /Observations by the Secretarial Auditor	Explanation from the Board of Directors
As per Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is required to publish an advertisement in both English and vernacular (Tamil) newspapers immediately upon the completion of dispatch of notices for the Annual General Meeting (AGM), and at least 21 days before the date of the AGM. However, the Company published only an abridged version of the notice in a Tamil newspaper in English instead of Tamil on 29.08.2024 for the Annual General Meeting held on 18.09.2024. Additionally, the Company failed to publish the notice in an English newspaper, and the Tamil publication did not comply with the minimum 21-day requirement. This is a non-compliance with Rule 20(f) of the Companies (Management and Administration) Rules, 2014.	The company will ensure that two separate advertisements are published in vernacular and English newspapers in compliance with the regulations in future, within the prescribed timelines.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

<p>The website disclosures were not made in accordance with the provisions of the Companies Act, 2013, and Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	<p>Board has taken serious note of the observation and shall duly comply with the same.</p>
<p>The Company has been advised to obtain an International Securities Identification Number (ISIN) for its Preference Shares.</p>	<p>Board has taken serious note of the observation and shall duly comply with the same.</p>
<p>As per Regulation 3 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, read with NSE Circular No. NSE/CML/25 dated 29.03.2023, the Company is required to submit the quarterly Structured Digital Database Compliance Certificate for the quarter ended 30.06.2024 by 21.07.2024. However, the Company submitted the certificate on 19.08.2024, resulting in a delay.</p>	<p>The company did not have a Compliance Officer during the period from 31.05.2024 to 20.07.2024, resulting in delays in updating the software and submitting the certificate. The company has taken necessary steps to avoid such delays in future.</p>
<p>The Company has few delays in capturing Unpublished Price Sensitive Information (UPSI) in the Structured Digital Database software, as required under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015</p>	<p>The company did not have a Compliance Officer during the period from 31.05.2024 to 20.07.2024. Further, company faced several technical issues in maintaining the software during the year, resulting in delays in capturing the events in the SDD software. The company has taken necessary steps to avoid such delays in future.</p>



KKV AGRO POWERS LIMITED

Annual Report 2024-25

As per Regulation 29(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is required to provide prior intimation of at least five days (excluding the date of intimation and the date of the meeting) to the stock exchange regarding Board meetings where financial results are to be considered and interim dividends declared. The Company initially intimated the National Stock Exchange on 07.11.2024 about a Board meeting scheduled for 15.11.2024 to consider and approve the unaudited financial results for the half year ended 30.09.2024 and to declare an interim dividend. However, the Company subsequently issued a revised intimation on 12.11.2024, advancing the meeting date to 14.11.2024 without providing any reason for the change. Consequently, the revised notice period was effectively only one day, which constitutes non-compliance with Regulation 29(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The company had initially scheduled the Board meeting for declaration of half-yearly financial results on 15.11.2024, falling beyond the 45 days' timeline prescribed for declaring the financial results. Upon realizing the miscalculation of days, the company quickly rectified the same by advancing the meeting to 14.11.2024 and submitting revised intimation about the changed Board meeting date. The company regrets the non-compliance with the required period for prior intimation and has taken steps to ensure that the same does not occur in future.

As per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the detailed reason along with the resignation letter must be submitted within 7 days from the date of resignation of the Company Secretary. The Company Secretary resigned on 31.05.2024; however, the Company submitted the relevant documents to the Stock Exchange only on 10.10.2024, resulting in a delay.

The Board has taken note of the observation and has taken necessary steps to avoid delays in future.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

As per Regulation 40(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to submit the Share Transfer Audit Certificate to the Stock Exchange simultaneously upon receipt of the certificate from the Practicing Company Secretary under Regulation 40(9). The Company received the certificate under Regulation 40(9) on 10.04.2024 but submitted the same to the Stock Exchange on 18.04.2024 and 22.04.2024, resulting in a delay	The Board has taken note of the observation and has taken necessary steps to avoid delays in future.
As per Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has been advised to change its name to reflect the business activity that contributes at least 50% of its total revenue	The Board has taken note of the observation and shall consider the same.

35. REPORTING OF FRAUD:

The Auditors of the Company have not reported any fraud as specified under section 143(12) of the Companies Act, 2013.

36. COST AUDITOR AND MAINTENANCE OF COST RECORDS:

The company has maintained cost records as per the provisions of Section 148 of the Companies Act, 2013 relating to the maintenance of cost records. The company is proposing to appoint a Cost Auditor and conduct Cost Audit for the financial year 2025-26.

37. 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. Viswanathan & Associates LLP** (FRN: 004770S/ S200025), 4/5, Sri Krishna Vilas, Kongu Nagar, Ramanathapuram, Coimbatore - 641045 as Internal Auditors of the company for the Financial Years 2024-25 and 2025-26. The Internal Auditors have issued the Internal



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Audit Report for the financial year 2024-25 and the same has been reviewed by the Board of Directors in the meeting held on 04.08.2025.

The Audit Committee of the company, in consultation with the Internal Auditor, has formulated the scope, functioning, periodicity and methodology for conducting the internal audit.

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 their findings, if any.

38. COMPLIANCE OF SECRETARIAL STANDARDS:

The Company has complied with Secretarial Standard - 1 on Meetings of the Board of Directors, Secretarial Standard - 2 on General Meetings and Secretarial Standard - 3 on Dividend.

39. RISK MANAGEMENT POLICY:

The Management has developed and implemented a Risk Management Policy for the company considering the nature of industry and associated risks pertaining to the industry. The Management is overseeing the implementation of the Policy on regular basis. In the opinion of the Board, there are no risks that may threaten the existence of the company.

40. 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



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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.

41. MATERIAL CHANGES:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year as on 31.03.2025 and the date of this Report.

42. ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

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

43. PREVENTION OF SEXUAL HARASSMENT AT THE WORK PLACE:

As per the requirements specified in the "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013", the Company is committed to provide a work environment that is free from sexual harassment. The Company has constituted the Internal Complaints Committee. The complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as follows:

Particulars	2024-25	2023-24
Complaints pending at the beginning of the year	0	0
Complaints Received during the year	0	0
Disposed during the year	0	0
Remaining unresolved at the end of the year	0	0
Complaints as a % of female employees / workers	0	0
Complaints on POSH upheld	0	0

44. COMPLIANCE WITH MATERNITY BENEFIT REGULATIONS

Pursuant to Section 134 read with Rule 8(5)(xiii) of Companies (Account) Rules, 2014, the Company declares and affirms that it has duly complied with all provisions of the



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

45. INSOLVENCY PROCEEDINGS:

No application has been made by or against the company during the year under the Insolvency and Bankruptcy Code 2016 and no proceedings are pending under the Code as on 31.03.2025.

46. VALUATION:

The disclosures with respect to the difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable as the Company has not undertaken any one-time settlement with the banks or financial institutions during the year.

47. 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:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) 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;
- c) 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;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) 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.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

- f) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

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

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.

A. Conservation of energy:

- (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.
- (ii) The steps taken by the company for utilising 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.
- (iii) The capital investment on energy conservation equipment: NIL

B. 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.

- (i) 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
 - (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NOT APPLICABLE
-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

- a. the details of technology imported: NIL
 - b. the year of import: NA
 - c. whether the technology been fully absorbed: NA
 - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: NA
- (iv) The expenditure incurred on Research and Development: NIL

C. Foreign exchange earnings and Outgo:

Foreign exchange earnings : NIL

Foreign exchange outgo : NIL

49. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report pursuant to Regulation 34 (2)(e) read with Part B of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished as *Annexure IV* to this Report.

50. PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required pursuant to the provisions of Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the remuneration of Directors, Key Managerial Personnel and other employees are enclosed as *Annexure V* forming part of the report.

51. SCHEMES FOR PURCHASE OF OWN SHARES BY EMPLOYEES

The disclosures pursuant to Section 67(3)(c) read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are not applicable to the company as the company has not made any scheme for provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees.

52. SHARES WITH DIFFERENTIAL VOTING RIGHTS

The company has not made any issue of shares with differential voting rights during the year. Hence, the disclosures pursuant to Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 are not applicable to the company.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

53. SWEAT EQUITY SHARES

The company has not made any issue of sweat equity shares during the year. Hence, the disclosures pursuant to Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 are not applicable to the company.

54. ANALYSIS OF KEY FINANCIAL RATIOS

The key financial ratios of the company for the financial year 2024-25 in comparison to the previous year, along with the reason for variance is presented Note 2.43 of the Notes to the Audited Financial Statements and are not repeated here, for the sake of brevity.

55. CORPORATE GOVERNANCE:

Being an entity which has listed its specified securities on the SME Exchange, the compliance with respect to annexing a Corporate Governance Report to the Annual Report as per Regulation 34(3) and 53(f) of the Listing Regulations read with Schedule V Part C is not applicable to the company, according to the exemption granted under Regulation 15(2)(b) of the Listing Regulations.

However, the Company has adopted best corporate practices and is committed to conducting its business in accordance with the applicable laws, rules and regulations. The Company's Corporate Governance practices are driven by effective and strong Board oversight, timely disclosures, transparent accounting policies and high level of Integrity in decision making.

The disclosures pursuant to Schedule V para IV in relation to managerial remuneration in the event of inadequate profits:

Sl. No.	Particulars	Details
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	Salary as prescribed in the Explanatory Statement to the Notice. No other benefits.
2.	Details of fixed component. and performance linked incentives along with the performance criteria	Only fixed component.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

3.	Service contracts, notice period, severance fees; and	NA
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	NA

56. AGREEMENTS BINDING THE LISTED ENTITY

During the financial year, no Agreements have been entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel or employees of the listed entity which impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity. Hence, the disclosures pursuant to Regulation 30A read with clause 5A to para A of part A of schedule III and Part G of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

57. VARIATIONS IN THE USE OF PROCEEDS

The disclosures under Regulation 32(4) and (7) of the Securities and Exchange Board of India (Listing-Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the deviation/ variation in use of proceeds of an issue, and utilisation of funds raised through preferential allotment or qualified institutions placement are not applicable to the company.

58. DEBENTURE TRUSTEE

The company has not issued any Debentures; hence the disclosure is not applicable to the company.

59. RELATED PARTY DISCLOSURES

The related party disclosures pursuant to Regulation 53(1)(f) read with Para A of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable accounting standards, are made in Note 2.39 of the Notes to the Audited Financial Statements. The Company has also adopted the policy on Materiality and Dealing with Related Party Transaction



KKV AGRO POWERS LIMITED

Annual Report 2024-25

which is available on the website of the Company at the following web address:
<http://kkvagropowers.com/investors/polices/>.

60. SHARES IN SUSPENSE ACCOUNT

The disclosures with respect to demat suspense account/ unclaimed suspense account as provided in Para F of Schedule V of the Listing Regulations, 2015 are not applicable to the company as the company does not have any shares in the demat suspense account or unclaimed suspense account.

61. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The company was not required to transfer any amount to the Investor Education and Protection Fund during the financial year 2024-25.

62. DEPOSITORY SYSTEM:

As the Members are aware, your Company's Equity Shares are fully dematerialised and tradable compulsorily in electronic form. 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.

63. 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 ("the 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 is maintaining a Structured Digital Database (SDD Software) which captures the dissemination of price-sensitive information to insiders on real-time basis, and also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the



KKV AGRO POWERS LIMITED

Annual Report 2024-25

securities of the Company at the time when there is unpublished price sensitive information.

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 Government 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 of Directors
KKV Agro Powers Limited**

**Tirupur Kulandaivel Chandiran (DIN: 00031091)
Chairperson and Managing Director**

**Date: 11.08.2024
Place: Coimbatore**



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Annexure I

FORM NO. AOC-2

(Pursuant to Section 134 (3)(f) of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of Material contracts or arrangement or transaction not at arm's length basis:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts /arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting
-	-	-	-	-	-	-	-	-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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

Sl. No.	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements /transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (in lacs.)	Date of approval by the Board	Amount paid as advances, if any:
1.	The KTM Jewellery Limited	Company in which Directors are interested	Sale of goods and services	For the FY 2024-25	Rs. 10,722.24	29.05.2024	-
2.	The KTM Jewellery Limited	Company in which Directors are interested	Purchase of goods	For the FY 2024-25	Rs. 4,439.53	29.05.2024	-
3.	The KTM Jewellery Limited	Company in which Directors are interested	Rent Paid	For the FY 2024-25	Rs. 46.2	29.05.2024	-
4.	Space Textiles Private Limited	Company in which Directors are interested	Sale of goods and services	For the FY 2024-25	Rs. 1,302.16	29.05.2024	-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

5.	The Madras Silks India Private Limited	Company in which Directors are interested	Sale of goods and services	For the FY 2024-25	Rs. 3,992.93	29.05.2024	-
6.	SCM Textile Spinners	Entity in which Directors are interested	Sale of goods and services	For the FY 2024-25	Rs. 117.62	29.05.2024	-
7.	Gajaananda Jewelry Mart India Private Limited	Company in which relatives of Directors are interested	Sale of goods	For the FY 2024-25	Rs. 28512.77	29.05.2024	-
8.	Shivam Traders	Entity in which relatives of Directors are interested	Sale of goods	For the FY 2024-25	Rs. 3,933.18	29.05.2024	-
9.	TKC Enterprises LLP	Firm in which relatives of Directors are interested	Sale of goods	For the FY 2024-25	Rs. 160.14	29.05.2024	-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

10.	TKC Enterprises LLP	Firm in which relative of Director is a Partner	Purchase of goods	For the FY 2024-25	Rs. 162.66	29.05.2024	-
11.	Tirupur Kulandaivel Chandiran	Managing Director	Sale of goods	For the FY 2024-25	Rs. 7.24	29.05.2024	

**For and on behalf of the Board of Directors
KKV Agro Powers Limited**

SD/-

**Tirupur Kulandaivel Chandiran (DIN: 00031091)
Chairperson and Managing Director**



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Annexure – II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to Section 135 of Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

KKV Agro Powers Limited has seen itself as a corporate citizen responsible to the society and has pioneered in undertaking activities which promote various social and charitable objectives. KKV Agro Power's focus areas for developmental activities will be in urban as well as rural areas where the Company established its operations.

While the Company will ensure that all communities benefit from its CSR activities, the focus will be on those groups that are socially and economically marginalized. These would include women, girl children and scheduled castes and tribes etc.

Specific interventions recommended by the company's CSR Policy are as below:

- a) Improving living conditions and eradicating hunger, poverty, malnutrition, etc.
- b) Promoting social development (promoting education, skill development, livelihood enhancement, etc.
- c) Addressing social inequalities (promoting gender equality, women empowerment, etc.
- d) Ensuring Environmental Sustainability
- e) Rural Development Projects

2. Composition of CSR Committee:

Though the company is exempted from constituting a Corporate Social Responsibility Committee since the amount to be spent by a company during the financial year 2024-25 does not exceed fifty lakh rupees, pursuant to Section 135 (9) of the Companies Act, 2013, the Board of Directors discussed and decided to voluntarily constitute a Corporate Social Responsibility Committee with the objective of streamlining the CSR



KKV AGRO POWERS LIMITED

Annual Report 2024-25

activities of the company in one place. Hence, the Board of Directors, in their meeting held on 29.05.2024 constituted the Corporate Social Responsibility Committee with the following composition:

Sl. No	Name of the Member	Designation on the Board	Position in the Committee
1	Mr. T. K. Chandiran	Managing Director	Chairperson
2	Mr. B. Mohan	Independent Director	Member
3	Mr. A.C. Vineethkumar	Director	Member

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company:
www.kkvagropowers.com

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **NOT APPLICABLE**

5.

a)	Average net profit of the company as per sub-section (5) of section 135.	1,62,89,400
b)	Two percent of average net profit of the company as per sub-section (5) of section 135.	3,25,788
c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	-
d)	Amount required to be set-off for the financial year, if any.	-
e)	Total CSR obligation for the financial year [(b)+(c)-(d)].	3,25,788

6.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

- a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **Rs. 3,26,000/-**
- b) Amount spent in Administrative overheads: **NIL**
- c) Amount spent on Impact Assessment, if applicable: **NOT APPLICABLE**
- d) Total amount spent for the Financial Year [(a)+(b)+(c)]: **Rs. 3,26,000/-**
- e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 3,26,000	NA	NA	NA	NA	NA

- f) Excess amount for set-off, if any:

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135.	Rs. 3,25,788/-
(ii)	Total amount spent for the Financial Year	Rs. 3,26,000/-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Rs. 212/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Rs. 212/-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: **NOT APPLICABLE**



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135	Balance Amount in Unspent CSR Account under sub-section (6) of section 135	Amount Spent in the Financial Year	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
				Amount (in Rs.)	Date of Transfer		
-	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **NO**

If Yes, enter the number of Capital assets created/ acquired: **NOT APPLICABLE**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **NOT APPLICABLE.**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135:

For and on behalf of the Board of Directors
KKV Agro Powers Limited

SD/-

T.K. Chandiran | DIN: 00031091
Managing Director and Chairperson of the Committee



KKV AGRO POWERS LIMITED

Annual Report 2024-25

G.V. AND ASSOCIATES

Company Secretaries

Partners :

G. Vasudevan, B.Com, LL.B, FCS

L. Bharathi, B.A.(CS), FCS

V. Nithya, B.Com, ACS

N. Srividhya, B.Com, ACS



Coimbatore Office :

'G.V. Enclave' 18/30, Ramani Street,
K.K. Pudur, Saibaba Colony
(Opp. Road to Saibaba Colony
Hotel Annapoorna Road - 4th Right)
Coimbatore - 641 038.

Chennai Office : Door No. 52, 1st Floor,
Sundarabhavanam Apartment, 4th Avenue,
Ashok Nagar, Chennai - 600 083.

Annexure III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

of

KKV AGRO POWERS LIMITED

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

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



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Based on our verification of the Company's 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 31.03.2025, complied with the statutory provisions listed hereunder. We further report that the Company has established proper Board-processes and compliance-mechanism to ensure compliance with the statutory provisions listed below, 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 31.03.2025 in accordance with the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
 - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to 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) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

- (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (d) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 - The Company being listed in SME Exchange the applicable regulation has been complied;
- (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 and Sweat Equity) Regulations, 2021 - *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 Secretarial Standards 1, 2, 3 and 4 issued by The Institute of Company Secretaries of India.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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

Companies Act, 2013:

- 1. As per Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is required to publish an advertisement in both English and vernacular (Tamil) newspapers immediately upon the completion of dispatch of notices for the Annual General Meeting (AGM), and at least 21 days before the date of the AGM. However, the Company published only an abridged version of the notice in a Tamil newspaper in English instead of Tamil on 29.08.2024 for the Annual General Meeting held on 18.09.2024. Additionally, the Company failed to publish the notice in an English newspaper, and the Tamil publication did not comply with the minimum 21-day requirement. This is a non-compliance with Rule 20(f) of the Companies (Management and Administration) Rules, 2014.*
- 2. The website disclosures were not made in accordance with the provisions of the Companies Act, 2013, and Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- 3. The Company has been advised to obtain an International Securities Identification Number (ISIN) for its Preference Shares.*

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:

- 1. As per Regulation 3 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, read with NSE Circular No. NSE/CML/25 dated 29.03.2023, the Company is required to submit the quarterly Structured Digital Database Compliance Certificate for the quarter ended 30.06.2024 by 21.07.2024. However, the Company submitted the certificate on 19.08.2024, resulting in a delay.*
 - 2. The Company has few delays in capturing Unpublished Price Sensitive Information (UPSI) in the Structured Digital Database software, as required under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.*
-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. As per Regulation 29(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is required to provide prior intimation of at least five days (excluding the date of intimation and the date of the meeting) to the stock exchange regarding Board meetings where financial results are to be considered and interim dividends declared. The Company initially intimated the National Stock Exchange on 07.11.2024 about a Board meeting scheduled for 15.11.2024 to consider and approve the unaudited financial results for the half year ended 30.09.2024 and to declare an interim dividend. However, the Company subsequently issued a revised intimation on 12.11.2024, advancing the meeting date to 14.11.2024 without providing any reason for the change. Consequently, the revised notice period was effectively only one day, which constitutes non-compliance with Regulation 29(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. As per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the detailed reason along with the resignation letter must be submitted within 7 days from the date of resignation of the Company Secretary. The Company Secretary resigned on 31.05.2024; however, the Company submitted the relevant documents to the Stock Exchange only on 10.10.2024, resulting in a delay.
3. As per Regulation 40(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to submit the Share Transfer Audit Certificate to the Stock Exchange simultaneously upon receipt of the certificate from the Practicing Company Secretary under Regulation 40(9). The Company received the certificate under Regulation 40(9) on 10.04.2024 but submitted the same to the Stock Exchange on 18.04.2024 and 22.04.2024, resulting in a delay.
4. As per Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has been advised to change its name to reflect the business activity that contributes at least 50% of its total revenue.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. The changes in the composition of the Board of Directors and Key Managerial Personnel that occurred during the period under review were carried out in compliance with applicable provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. The agenda were sent in advance and a system exists is in place for seeking and obtaining further information or clarifications on the agenda items prior to the meetings, thereby facilitating meaningful and informed participation by the Directors.

All decisions at the meetings of the Board of Directors and its Committees were carried out unanimously, and the same have been duly recorded in the minutes of the respective meetings.

We further report that the Company has in place adequate systems and processes, commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines mentioned above.

**For G.V. and Associates
Company Secretaries**

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

**Date: 04.08.2025
Place: Coimbatore
ICSI UDIN: F006699G000921481**



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Annexure

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. The verification was done on test basis to ensure that correct facts are reflected in 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 occurrence of events, etc.
 5. The compliance with the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
 6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
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KKV AGRO POWERS LIMITED
Annual Report 2024-25

For G.V. and Associates
Company Secretaries

Date: 04.08.2025
Place: Coimbatore

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



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Annexure IV

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 (2)(e) read with Part B of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

KKV Agro Powers Limited (CIN: L40108TZ2012PLC018332), is a leading Precious Metals and renewable energy generation and trading Company based in Coimbatore, Tamil Nadu. The company, listed in the NSE – Emerge platform and engaged in multiple businesses, has hit a turnover of an impressive Rs. 962.13 crores, and has recorded a net profit after tax of Rs. 1.68 crores.

The Board of Directors of your company proudly presents the Management Discussion and Analysis Report (“MDA Report”) of the company for the financial year 2024-25.

I. INDUSTRY STRUCTURE AND DEVELOPMENTS

During FY 2024-25, the global economic landscape was shaped by moderating inflationary pressures, stabilising interest rates in major economies, and gradual recovery in global trade flows.

Precious Metals Sector:

Gold and silver continued to remain attractive investment avenues, supported by safe-haven demand amid geopolitical uncertainties and central banks’ sustained buying. The domestic precious metals market in India benefitted from stable demand in the jewellery segment and rising interest in investment-grade bullion. However, volatility in global commodity prices, currency fluctuations, and changes in import duties influenced trading margins.

Renewable Energy Sector:

India’s renewable energy industry saw sustained policy support with emphasis on solar and wind power expansion to meet the national target of 500 GW of non-fossil



KKV AGRO POWERS LIMITED

Annual Report 2024-25

fuel capacity by 2030. Falling solar module prices, improved wind turbine technology, and enhanced grid integration policies encouraged capacity growth. The market also witnessed increased competition from independent power producers, along with emerging opportunities in hybrid renewable projects and energy storage solutions.

II. OPPORTUNITIES AND THREATS

Opportunities

- Rising demand for gold and silver as a hedge against inflation and geopolitical risks.
- Favourable government policies, incentives, and renewable purchase obligations (RPOs) driving demand for green energy.
- Technological advancements in renewable energy improving efficiency and reducing costs.
- Scope for hybrid renewable energy projects for better capacity utilisation.
- Growing ESG (Environmental, Social, and Governance) consciousness among investors and stakeholders.

Threats

- Price volatility in global precious metals markets impacting trading margins.
- Changes in import duty and GST regulations affecting bullion trade.
- Variability in wind speeds and solar irradiation affecting generation levels.
- Regulatory and tariff changes in the power sector.
- Competition from larger integrated renewable energy players.

III. SEGMENT-WISE / PRODUCT-WISE PERFORMANCE

The Company has reported the details and performance under Segment Reporting in the Notes to Financial Statements (Note No. 2.42)

Energy Segment Performance

The energy segment, consisting of wind and solar operations, continues to be the mainstay of the company's operations. The renewable energy segment achieved



KKV AGRO POWERS LIMITED

Annual Report 2024-25

steady plant load factors despite seasonal variability. Solar generation benefitted from improved module performance, while wind generation was aligned with historical averages.

During FY 2024-25, the company generated a total of 1.60 crore units of electricity, with 1.14 crore units from wind and 0.46 crore units from solar.

Windmill Division:

The Windmill division reported revenue from operations of ₹4.92 crores. It incurred total expenses of ₹4.45 crores, including ₹1.63 crores in power generation expenses, and ₹1.05 crores in depreciation and amortization. This division delivered a profit before tax of ₹47.08 lakhs, despite high capital costs, reflecting a steady margin and operational efficiency.

Solar Division:

The Solar division posted revenue of ₹2.59 crores. Expenses stood at ₹2.50 crores, primarily due to ₹1.59 crores in power generation, ₹68.72 lakhs in depreciation, ₹7.31 lakhs in employee benefits, and ₹14.48 lakhs in other operational costs. The profit before tax for this unit was ₹8.59 lakhs, reflecting a better-than-expected margin and showing potential for long-term viability, subject to capital cost optimization.

Jewellery Segment Performance

The precious metals segment remained resilient with stable demand from jewellery manufacturers and investment clients. However, margins were impacted by fluctuations in international prices and currency movements.

Bullion Division:

With revenue of ₹902.80 crores and other income of ₹9.38 lakhs, the Bullion business continued its high-volume trade model. Expenses were led by ₹904.18 crores in purchases, alongside an inventory buildup of ₹3.32 crores. Though the absolute profit before tax was ₹63.68 lakhs, the margin was razor-thin at about 0.07%, which is typical for bullion trading where scale, not margin, is the driver of value.

Retail Division:

The jewellery retail branch contributed ₹51.79 crores in revenue. It exhibited stronger profitability with a profit before tax of ₹1.33 crores and a margin of roughly 2.57%. Strategic inventory reduction of ₹1.38 crores and disciplined cost management played



KKV AGRO POWERS LIMITED

Annual Report 2024-25

a key role in this improved outcome, suggesting that the retail jewellery vertical holds promise for higher-margin growth.

IV. OUTLOOK

The Company remains optimistic about the long-term prospects of both business segments. In the precious metals segment, consistent demand fundamentals and evolving customer preferences towards certified and sustainable sourcing are expected to provide growth avenues. In renewable energy, the policy push towards clean energy and corporate adoption of green power are likely to strengthen the Company's position.

The strategic focus will remain on enhancing operational efficiencies, exploring hybrid renewable projects, diversifying the customer base, and maintaining a prudent risk management framework.

The Company also is planning to relaunch its Purification Business in the financial year 2025-26 as a vertical of the Jewellery Segment. This business was previously operational during the period 2017 to 2019 but was subsequently discontinued. The Purification Business involves the refining and purification of precious metals such as gold and silver to enhance their quality and purity for use in jewellery manufacturing, bullion trade, and other applications. After conducting trial runs and preparatory activities, the Company is now set to resume the Purification Business at full capacity.

V. RISKS AND CONCERNS

- **Market Risk:** Volatility in global bullion prices and currency exchange rates. The inflationary trends in gold prices not only affect pricing strategies but also tend to hamper trade volumes, as high prices may reduce consumer demand, particularly in the jewellery segment.
 - **Regulatory Risk:** Possible changes in renewable energy tariffs, RPO norms, and import/export regulations.
-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

- **Financial Risk:** Interest rate changes impacting borrowing costs. The Company actively monitors these risks and adopts mitigation measures through hedging, diversification, and continuous operational improvements.
- **High Margin and Capital Intensive:** Both the precious metals trading and renewable energy segments are characterised by high margins but also require significant capital investment. This capital-intensive nature can affect liquidity and return on investment if market conditions turn adverse.

VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control systems commensurate with the nature and size of its operations. Internal audits are conducted periodically to assess the effectiveness of controls and ensure compliance with statutory and internal policies. Any deviations or process gaps are promptly addressed through corrective action. 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.

VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During FY 2024-25, the Company maintained stable operational performance in both segments despite external market challenges. The precious metals segment saw steady turnover with price-driven volatility, while the renewable energy segment sustained generation in line with historical performance. Focus on cost control, operational efficiency, and prudent procurement contributed to maintaining margins.

Income from Operations of the Company during the Financial Year 2024-25 showed a marginal decline from Rs. 1,55,477.74 lacs during the previous year to Rs. 96,222.95 lakhs in the present year. After providing for expenditure and tax the Company has earned Net profit of Rs. 168.70 Lakhs.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

VIII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

Human capital continues to be the most important and valuable asset of the Company. During the year, operations were carried out in a cordial atmosphere with exemplary co-operation between employees and the management. The management remains committed to promoting safety, occupational health, and a conducive work environment through proper planning, training, and execution of tasks.

The industrial relations climate remained harmonious throughout the year under review. As on 31st March 2025, the Company employed a total of 31 (thirty-one) employees (excluding Directors) across its business segments.

IX. DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR

The Net worth of the Company increased from Rs. 2,123.19 Lakhs in the Financial Year 2023-24 to Rs. 2,272.19 Lakhs in the financial year 2024-25.

The return on net worth has increased during the year:

	2024-25	2023-24
Net Profit	168.70	27.01
Net Worth	2,272.19	2,123.19
Return on Net Worth	7.42%	1.27%

X. SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

The details of significant changes in key financial ratios (i.e. change of 25% or more as compared to the previous financial year) along with detailed explanations for such change is provided in the table hereinbelow:



KKU AGRO POWERS LIMITED

Annual Report 2024-25

Sl. No.	Particulars	Numerator	Denominator	2024-25	2023-24	% Change in Variance	Reasons for variance
1	Debtors turnover ratio	Total sales	Closing Receivables	388.28	753.42	- 48.5%	Movement in line with the market conditions
2	Inventory Turnover Ratio	Net Sales	Average Inventory	68.47	128.89	- 46.9%	Movement in line with the market conditions
3	Interest Coverage Ratio	Earnings available for debt services = EBITDA	Debt Service = Interest+ +principal repayment	3.90	2.61	49.3%	Repayment of debt
4	Current Ratio	Current Assets	Current Liabilities	1.25	1.06	18.4%	Insignificant
5	Debt Equity Ratio	Total Debt	Shareholders' fund	0.38	0.58	-34.6%	Repayment of debt
6	Operating Profit Margin	Profit Before Tax	Total Revenue	0.264	0.0398	563.31	Movement in line with the market conditions
7	Net Profit Ratio	Profit after taxes	Net Sales	0.18%	0.02%	908.8%	Movement in line with the market conditions



KKV AGRO POWERS LIMITED

Annual Report 2024-25

CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, and expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed or implied due to various factors, including economic conditions, government policies, and other incidental factors.

**For and on behalf of the Board of Directors
KKV Agro Powers Limited**

**T.K. Chandiran | DIN: 00031091
Chairperson and Managing Director**



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Annexure V

DISCLOSURES ON PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION

(Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

1. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

The median remuneration calculated based on the annual CTC of the employees who have worked in the company fully or partially during the financial year 2024-25, is estimated at Rs. 13,667/- (Rupees Thirteen Thousand Six Hundred Sixty-Seven Only) per month or Rs. 1,64,000 (Rupees One Lakh Sixty-Four Thousand Only) per annum.

The ratio of remuneration of Directors to the median remuneration is as follows:

Sl. No.	Name of Director	Designation	Remuneration for FY 2024-25	Ratio with Median Remuneration (Rs. 1,64,000)
1.	T.K. Chandiran	Managing Director (Executive)	30,00,000	18.29 times
2.	Selvi	Wholetime Director (Executive)	9,00,000	5.49 times
3.	A.C. Vineethkumar	Director (Non-Executive)	9,60,000	5.85 times

2. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

(Calculated based on Annual CTC of the employees)



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Name of Director/ KMP	Designation	CTC as on 01.04.2024 (or date of joining)	CTC as on 31.03.2025	% of Increase
T.K. Chandiran	Managing Director	30,00,000	30,00,000	NIL
Selvi	Whole-time Director	9,00,000	9,00,000	NIL
A.C. Vineethkumar	Director	9,60,000	9,60,000	NIL
M Shankara Subramanian	Chief Executive Officer	16,80,000	16,80,000	NIL
CS Kavya Das R	Company Secretary	7,80,000	9,00,000	15.38%

3. Percentage increase in the Median Remuneration of employees in the financial year:

The Median remuneration as on 01.04.2025 was Rs. 1,48,000/-. During the financial year 2024-25, it has increased to Rs. 1,64,000 (Rupees One Lakh Sixty-Four Thousand Only) per annum which denotes a 10.81% increase.

4. Number of permanent employees on the rolls of company:

As on 31.03.2025, there were 31 (Thirty-One) employees on the rolls of the company, not including the Directors.

5.

Average increase made in the salaries of employees other than the managerial personnel in the year 2024-25*:	14.12% increase
Average Percentile increase in the managerial remuneration	NIL
Justification for increase in the managerial remuneration;	NOT APPLICABLE

(*Calculated on the basis of the employees who have worked in the company for more than 6 out of the 12 months during the financial year)

6. Affirmation that the remuneration is as per the remuneration policy of the company.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

It is hereby affirmed that the remuneration paid during the year 2024-25 is as per the Remuneration Policy of the Company.

7. The names of the top ten employees during the year in terms of remuneration drawn:

(Provided hereunder in the table on next page)

The list on the basis of the employees who have worked in the company for more than 6 out of the 12 months during the financial year.

No employee was in receipt of remuneration for that year which, in the aggregate, was more than Rs. 1,02,00,000/- (Rupees One Crore and Two Lakhs Only) per annum, or Rs. 8,50,000/- (Rupees Eight Lakh and Fifty Thousand Rupees) per month.

No employee was in receipt of remuneration in that year in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

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KKV AGRO POWERS LIMITED

Annual Report 2024-25

Sl. No.	Name of Director/ KMP	Designation	Average monthly salary	Nature of employment	Date of joining	equity shares held %	Whether relative of any director
1.	Shankara Subramanian	CEO & CFO	1,40,000	Permanent	02/12/2019	NIL	NO
2.	Lakshmi Priya S	Accounts - HOD	90,000	Permanent	12/10/2023	NIL	NO
3.	P Parani Velan	Company Secretary	72,000	Permanent	26/02/2024	NIL	NO
4.	Kavya Das	Company Secretary	68,333	Permanent	15/07/2024	NIL	NO
5.	Venkatasubramaniam	AGM - Bullion	67,778	Permanent	29/11/2023	NIL	NO
6.	Vasanth P	Assistant Manager	27,182	Permanent	23/03/2023	NIL	NO
7.	Nandhagopal K	Assistant Manager	25,417	Permanent	19/07/2021	NIL	NO
8.	Sudha Raman	Accounts In-charge	25,000	Permanent	04/11/2024	NIL	NO
9.	S Kannan	Assistant Manager	24,000	Permanent	10/10/2022	NIL	NO
10.	A. Vignesh Veluselvam	Executive	23,000	Permanent	22/12/2021	NIL	NO

**For and on behalf of the Board of Directors
KKV Agro Powers Limited**

**T.K. Chandiran | DIN: 00031091
Chairperson and Managing Director**

KKV AGRO POWERS LIMITED



INDEPENDENT AUDITOR'S REPORT & AUDITED FINANCIAL STATEMENTS

2024-25



KKV AGRO POWERS LIMITED

Annual Report 2024-25

INDEPENDENT AUDITOR'S REPORT

To the Members of **KKV Agro Powers Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of KKV Agro Powers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and the Statement of Cash Flows for the year that ended, and notes to the Financial Statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "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, of the state of affairs of the Company as at March 31, 2025, including the Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounting) Rules, 2014, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAS) specified under section 143(10) of the Act. 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 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



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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 judgment, 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 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 Thereon

The Company's Management and the Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Annual report, for example Director's Report and Management analysis including annexures thereon 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.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Management and Board of Directors Responsibilities for the Financial Statements.

The Company's Management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation 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, read with relevant rules issued thereunder. 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, 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 Board of Directors 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 Responsibilities 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 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,



KKU AGRO POWERS LIMITED

Annual Report 2024-25

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 the management and the Board of Directors.
- Conclude on the appropriateness of the 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.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

- 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) evaluating 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 diverse 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, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give
-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

in "Annexure -1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(2) (A) 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 Statement of Cash Flows 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 relevant rules issued thereunder;
- e) On the basis of the written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 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 with reference to Financial Statements of the Company and the operating effectiveness of such controls, we give our separate report in "Annexure 2".

(B) 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, 2021, 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 as on March, 31, 2025 which would impact its financial position adversely;
- (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.



KKU AGRO POWERS LIMITED

Annual Report 2024-25

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year.

(iv) a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note no. 2.44(ii) to the Financial Statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities, Intermediaries with the understanding, whether recorded in writing or otherwise, that the intermediary shall :

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause iv (a) and (b) contain any material mis-statement.

(v) The final dividend proposed with respect to previous year, declared and paid by the company during the year is in compliance with section 123 of the Companies Act 2013 as applicable.

As stated in note 2.35 to the Financial Statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

(vi) Based on our examination, which included test checks, the company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, the during course of audit we did not come across any instance of the audit trail feature being tampered with.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

(C) 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/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Companies Act.

For B. Thiagarajan & Co.,
ICAI Firm Registration No.004371S

K. Balamanikandan

Partner

Membership No.213537

UDIN.:25123537BMKQSY6180

Place: Chennai

Date: 30th May 2025



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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 on the financial statements for the year ended 31st March 2025]

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- (i) (a) In our opinion and to the best of knowledge and belief, the books of accounts and records examined by us and according to the information and explanations given to us, we report that
 - i. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - ii. The Company has maintained proper records showing full particulars of intangible assets.

- (b) Property, plant and equipment have been physically verified by the Management at reasonable intervals. No material discrepancies were noticed on such physical verification.

- (c) The title deeds of all the immovable properties, recorded as property, plant and equipment and investment property (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) are held in the name of the Company except for the following:



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Description of property	Gross Carrying Value as at 31.03.2025	Held in the Name of	Whether promoter, director or their relative or employee	Period held (Indicate Range wherever appropriate)	Reason for not being held in the name Company (including Dispute)
Property, plant and equipment Land	28,77,423	Nachas Wind Energy Private Limited	No	From 07-08-2013 Onwards	The land is being held in the name of the Company.

(d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) There were no proceedings initiated or pending against the Company for holding any benami property under Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories, were physically verified during the year by the Management at reasonable intervals. The coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and the nature of its operations. No Discrepancies were noticed on physical verification between the physical stock and the book records that were 10% or more in the aggregate for each class of inventory.

(b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns/statements filed by the company with such banks or financial institutions are in agreement with the books of accounts of the company of the respective quarters.

(iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other



KKV AGRO POWERS LIMITED

Annual Report 2024-25

parties during the year, and hence reporting under clause (iii) of the Order is not applicable.

(iv) The Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of sections 185 and 186 of the Companies Act, 2013, and hence reporting under clause (iv) of the Order is not applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(vi) The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.

(vii) In respect of statutory dues:

(a) (1) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees "State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities during the year except as stated in (2) below.

(2) Undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees "State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added, Tax, Cess and Other Material Statutory dues in arrears as at March 31, 2025 for a period of more than 6 months from the date they become payable are as given below:

Name of Statue	Nature of the dues	Amount (Rs.)	Period to which the Amount Relates	Due date	Date of payment	Remarks, If any
Income Tax Act	TDS	6.63 Lakhs	2021-22	30-04-22	-	-

(b) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on March 31, 2025.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) Term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company does not have any Investment in subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) & (f) of the Order is not applicable.
- (x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence, reporting under clause (x)(a) & (b) of the Order is not applicable.
- (b) During the year Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(a) & (b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
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KKV AGRO POWERS LIMITED

Annual Report 2024-25

- (c) There were no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- (xiii) The Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) The Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports issued to the Company during the year and covering the period up to 31st March 2025.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence, reporting under clause (xv) of the Order is not applicable.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (d) The Company is not a Core Investment Company as defined in the regulation made by RBI and hence reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (NM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our
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KKV AGRO POWERS LIMITED

Annual Report 2024-25

examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they (all due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) In respect of other than ongoing projects, the company has incurred expenditure as required under the provisions of section 135(5) of the Companies Act, 2013. Hence, the provision of transferring unspent amount to a Fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act or to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act do not arise.

Accordingly, clause 3(xx) of the Order is not applicable.

For **B. Thiagarajan & Co.,**

Chartered Accountants

ICAI Firm Registration No.:004371S

K. Balamanikandan

Partner

Membership No.:213537

UDIN: 25213537BMKQSY6180

Place: Coimbatore

Date: 30th May 2025



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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 on the financial statements for the year ended 31-03-2025)

REPORT ON THE INTERNAL FINANCIAL CONTROLS

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 ("the Company") as of 31 March 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Opinion

In our opinion, 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, 2025, 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 (the "Guidance Note").

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. 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



KKV AGRO POWERS LIMITED

Annual Report 2024-25

accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. 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



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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.

For **B. Thiagarajan & Co.,**

Chartered Accountants

ICAI Firm Registration No.004371S

K. Balamanikandan

Partner

Membership No.:213537

UDIN: 25213537BMKQSY6180

Place: Coimbatore

Date: 30th May 2025



KKV AGRO POWERS LIMITED

Annual Report 2024-25

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2024-25

Balance Sheet as at 31st March 2025

Particulars	Note No	As at 31 March 2025	As at 31 March 2024
I. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share capital	2.1	146.69	146.69
(b) Reserves and surplus	2.2	2,125.50	1,976.51
		2,272.19	2,123.19
(2) Non-current liabilities			
(a) Long term borrowings	3	-	27.50
(b) Deferred tax liabilities (net)	4	477.87	495.04
(c) Long term provisions	5	4.49	4.49
		482.36	527.03
(3) Current liabilities			
(a) Short-term borrowings	6	867.50	1,211.03
(b) Trade payables: -	7		
(A) total outstanding dues of micro enterprises and small enterprises; and		17.31	22.73
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		566.64	668.30
(c) Other current liabilities	8	352.19	226.07
		1,803.64	2,128.14
TOTAL		4,558.19	4,778.36
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment and Intangible Assets	9		
(i) Property, Plant and Equipment		1,974.96	2,142.84
(ii) Intangible assets		0.76	1.42
(iii) Capital work-in-progress		68.03	68.03
(iv) Biological Assets		1.71	1.71
(b) Long-term loans and advances	10	257.26	316.50
		2,302.72	2,530.50
(2) Current Assets			
(a) Current Investments	11	-	1.67
(b) Inventories	12	1,640.81	1,169.73
(c) Trade receivables	13	278.86	216.73
(d) Cash and cash equivalents	14	57.19	326.70
(e) Bank Balances other than Cash and Cash Equivalents	15	16.94	132.70
(f) Short-term loans and advances	16	75.17	11.57
(g) Other current assets	17	126.37	249.09
(h) Current tax assets	18	60.13	139.67
		2,255.47	2,247.85
TOTAL		4,558.19	4,778.36



KKV AGRO POWERS LIMITED

Annual Report 2024-25

See accompanying notes to the financial statements

For and on behalf of the Board of Directors

As per our report of even date attached

For B. Thiagarajan & Co.

Chartered Accountants

ICAI Firm Registration No. 004371S

K. Balamanikandan

Partner

Membership No. 213537

UDIN: 25213537BMKQSY6180

T.K.Chandiran

Managing Director

DIN:00031091

C. Selvi

Wholetime Director

DIN:00032962

Place: Coimbatore

Date: 30.05.2025

M. Shankarsubramanian

Chief Executive Officer and

Chief Financial Officer

CS Kavya Das R

Company Secretary and

Compliance Officer

MRN: ACS 72970



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Profit And Loss Statement for the year ended 31st March 2025

	Particulars	Note No	As at 31 March 2025	As at 31 March 2024
I	Revenue from operations	18	96,213.46	1,55,376.92
II	Other Income	19	9.49	100.82
III	Total Income (I + II)		96,222.95	1,55,477.75
IV	Expenses			
	Purchases of Stock-in-Trade	20	95,331.78	1,54,272.10
	Changes in inventories of finished goods, work-in-progress and stock in trade	21	(471.08)	71.53
	Power generation expenses	22	323.01	320.88
	Employee benefits expenses	23	143.02	155.96
	Finance costs	24	98.52	101.70
	Depreciation and amortization expense	9	178.23	180.05
	Other expenses	25	365.46	313.71
	Total expenses		95,968.94	1,55,415.92
V	Profit before tax (III-IV)		254.01	61.82
VI	Tax expense :			
	(1) Current tax	26	102.47	9.70
	(2) Deferred tax	4	(17.16)	25.12
	Sub-Total		85.31	34.82
VII	Profit/(Loss) for the period from continuing operations (V-VI)		168.70	27.01
VIII	Earnings per equity share			
	Basic and Diluted (In ₹) Face value of ₹10. each	27	29.76	47,640.82



KKV AGRO POWERS LIMITED

Annual Report 2024-25

As per our report of even date attached
For B. Thiagarajan & Co.
Chartered Accountants
ICAI Firm Registration No. 004371S

For and on behalf of the Board of Directors

K. Balamanikandan
Partner
Membership No. 213537
UDIN: 25213537BMKQSY6180

T.K.Chandiran
Managing Director
DIN:00031091

C. Selvi
Wholetime Director
DIN:00032962

Place: Coimbatore
Date: 30.05.2025

M. Shankarsubramanian
Chief Executive Officer and
Chief Financial Officer

CS Kavya Das R
Company Secretary and
Compliance Officer
MRN: ACS 72970



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Cash Flow Statement for the year ended 31st March 2025

	Particulars	As at 31 March 2025	As at 31 March 2024
A.	Cash flows from Operating activities		
	Net profit before taxation and extraordinary items	254.01	61.82
	Adjustments for:		
	Depreciation	178.23	180.05
	Interest income	(5.36)	(7.32)
	Interest expenses	92.77	96.54
	Operating profit before Working Capital changes	519.65	331.09
	- (Increase)/decrease in Inventories	(471.08)	71.53
	- (Increase)/decrease in Trade Receivables	(62.13)	(21.00)
	- (Increase)/decrease in Loans and Advances	(4.35)	82.17
	- (Increase)/decrease in Other Assets	202.26	(222.90)
	- (Decrease)/increase in Trade Payables	(107.09)	481.65
	- (Decrease)/increase in Liabilities and Provisions	125.82	(273.45)
	Cash generated from Operations	203.08	449.08
	Income taxes refund/(paid)	(102.47)	(149.37)
	Net cash from/(used in) Operating activities - (A)	100.61	299.70
B.	Cash flows from Investing activities		
	Purchase of Property, Plant & Equipment	(9.68)	(1.03)
	Investment/(closure) in Term Deposits	115.75	(15.33)
	Deposit with Commodity Exchange	1.67	5.92
	Interest received	5.36	7.32
	Net cash from / (used in) Investing activities - (B)	113.10	(3.11)
C.	Cash flows from Financing activities		
	Proceeds/(Repayment) of long term borrowings	(111.66)	(111.66)
	(Decrease)/increase in Short-Term Borrowings	(259.37)	(7.68)
	Dividend Paid	(19.41)	(59.39)
	Interest paid	(92.77)	(96.54)
	Net cash from/(used in) Financing activities - (C)	(483.21)	(275.27)
	Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	(269.50)	21.32
	Cash and Cash Equivalents at the beginning of the year	326.70	305.38
	Less: Bank Balance not considering as Cash at Cash equivalents as per AS-3	-	-
	Cash and Cash Equivalents at the end of the year	57.19	326.70



KKV AGRO POWERS LIMITED

Annual Report 2024-25

As per our report of even date attached
For B. Thiagarajan & Co.
Chartered Accountants
ICAI Firm Registration No. 004371S

For and on behalf of the Board of Directors

K. Balamanikandan
Partner
Membership No. 213537
UDIN: 25213537BMKQSY6180

T.K.Chandiran
Managing Director
DIN:00031091

C. Selvi
Wholetime Director
DIN:00032962

Place: Coimbatore
Date: 30.05.2025

M. Shankarsubramanian
Chief Executive Officer and
Chief Financial Officer

CS Kavya Das R
Company Secretary and
Compliance Officer
MRN: ACS 72970



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Summary of Significant Accounting Policies

1. Corporate Information

A. About the Company:

KKV Agro Powers Limited ("The Company") is a listed company on the SME platform of the National Stock Exchange of India Ltd (NSE Emerge) from the financial year 2016-17 and was incorporated under the provisions of the Companies Act, 1956. The Registered office of the company is located at Coimbatore.

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 10.6 MW that includes 7.6 MW wind power and 3 MW Solar power. The company is also pursuing in Trading of Precious Metals.

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:



KKU AGRO POWERS LIMITED

Annual Report 2024-25

- 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. Finance 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.
- c) 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.
- d) 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.
- e) The Useful Life prescribed in Schedule II to the Companies Act, 2013,

Sl. No	Class of Assets	Useful Life
1	Building represented by Fencing Work Plant and Machinery	5 Years
2	Plant and Machinery	
	Wind power generation plant	22 Years
	Other than continuous process plant	15 Years
3	Furniture and Fittings	10 Years



KKU AGRO POWERS LIMITED

Annual Report 2024-25

4	Motor Vehicles	8 Years
5	Office Equipment	5 Years
6	Computers	3 Years
7	Electrical Fittings	10 Years
8	Intangible Assets	5 Years

(ii) Property, plant and equipment (Continued.,)

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.

f) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The residual values, useful lives and method of amortization of Intangible Assets are reviewed at each financial year end and adjusted prospectively, if appropriate

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of any intangible asset are measured as the difference between net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

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.



KKU AGRO POWERS LIMITED

Annual Report 2024-25

iv) Inventories:

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

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 yearend 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 yearend 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) Profit / Loss on hedging transactions with Multi Commodity Exchanges are accounted on closure of every transaction. The Open transaction as at the Balance sheet date are Marked to Market and the resultant Profit / Loss is accounted.
- d) Revenue by way of Sales under the various "Gold Saving Schemes" are accounted as and when the subscribers complete their purchase transactions. The amounts received from the subscribers under the monthly schemes are shown as liability against the respective subscribers till the completion of the transactions.
- e) Insurance claims are accounted, as and when settled or received.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

f) Interest income is recognized 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 realized.

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 recognized 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 recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered service. The expense is recognized based on the present value of the obligation determined in accordance with Accounting Standard 15 on



KKV AGRO POWERS LIMITED

Annual Report 2024-25

"Employee Benefits". Actuarial gains & losses are charged to the Statement of Profit and Loss.

d) Termination benefits are recognized 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 recognized 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



KKV AGRO POWERS LIMITED

Annual Report 2024-25

payments are recognized 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 recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized 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.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

Notes to Financial Statements for the year ended 31st March, 2025

Note 2.01 Share capital

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Number	(Amount in ₹)	Number	(Amount in ₹)
Authorized				
Equity Shares of ₹ 10/- each	1,10,00,000	1,100.00	1,10,00,000	1,100.00
3% Redeemable Cumulative preference shares of ₹ 100/- each	1,00,000	100.00	1,00,000	100.00
	1,11,00,000	1,200.00	1,11,00,000	1,200.00
Issued, Subscribed & fully Paid up				
Equity Shares of ₹ 10/- each	5,66,875	56.69	5,66,875	56.69
3% Redeemable Cumulative preference shares of ₹ 100/- each	90,000	90.00	90,000	90.00
	6,56,875	146.69	6,56,875	146.69

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

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Number	(Amount in ₹)	Number	(Amount in ₹)
Shares outstanding at the beginning of the year	5,66,875	56.69	5,66,875	56.69
Add: Bonus shares Issued during the year				
	5,66,875	56.69	5,66,875	56.69
Shares outstanding at the end of the year				

3% Redeemable Cumulative Preference Shares

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Number	(Amount in ₹)	Number	(Amount in ₹)
Shares outstanding at the beginning of the year	90,000	90.00	90,000	90.00
Add: Issued during the year				
	90,000	90.00	90,000	90.00
Shares outstanding at the end of the year				

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.

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.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

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

Name of Shareholder	Equity Shares			
	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. T.K. Chandiran	2,20,049	38.81%	2,19,894	38.79%
M/s Space Textiles Private Limited	1,02,710	18.12%	1,02,710	18.12%
M/s The KTM Jewellery Limited	46,704	8.23%	46,704	8.23%

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

Particulars	3% Redeemable Cumulative preference shares:			
	As at 31 st March, 2025		As at 31 st March, 2024	
	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 capitalization of Securities Premium. The total number of shares issued is 90,700 having face value of ₹ 10 each.

g) During the year 2021-22, The company has issued Bonus Shares in the ratio of 1:4 by capitalization of Securities Premium. The total number of shares issued is 1,13,375 having face value of ₹ 10 each.

h) There are no shares which are held by the holding company/ultimate holding company

i) Promoter & Promoter group Shareholding:

(i) Equity Shares of ₹ 10/- each for the year 2024-25

Shares held by promoters at the end of the year			% Change During the year
Promoters Name	No of Shares	% of no of shares	
Mr. T K Chandiran	2,20,049	38.82%	0.00
M/s. Space Textiles Private Limited	1,02,710	18.12%	-
M/s. The KTM Jewellery Limited	46,704	8.24%	-
Mrs. Selvi	24,887	4.39%	-
Mr. A C Vineethkumar	503	0.09%	-
Mr. D Ramachandran	15	0.00%	-

For the year 2023-24

Shares held by promoters at the end of the year			% Change During the year
Promoters Name	No of Shares	% of no of shares	
Mr. T K Chandiran	2,19,893	38.79%	-
M/s. Space Textiles Private Limited	1,02,710	18.12%	-
M/s. The Ktm Jewellery Limited	46,704	8.23%	-
Mrs. Selvi	24,887	4.39%	-
Mr. A C Vineethkumar	503	0.09%	-
Mr. D Ramachandran	15	0.00%	-

(ii) 3% Redeemable Cumulative preference shares of ₹ 100/- each

For the year 2024-25

Shares held by promoters at the end of the year			% Change During the year
Promoters Name	No of Shares	% of no of shares	
T K Chandiran	90,000	100.00%	-

For the year 2023-24

Shares held by promoters at the end of the year			% Change During the year
Promoters Name	No of Shares	% of no of shares	
T K Chandiran	90,000	100.00%	-

Note: The Percentage change has been computed with respect to the number of shares held by Promotor and Promoter group at the beginning of the year.



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.02 Reserves and surplus

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)
a. Securities Premium Reserve		875.37		875.37
b. Surplus in the Statement of Profit & Loss:				
Opening Balance		1,101.14		1,133.52
Add: Profit for the year		168.70		27.01
		1,269.84		1,160.53
Less: Appropriations				
Dividend paid on Equity shares	17.01		56.69	
Dividend paid on Preference Shares	2.70	19.71	2.70	59.39
Closing Balance		1,250.13		1,101.14
Total (a+b)		2,125.50		1,976.51

2.03 Long Term Borrowings

Particulars	As at 31st March, 2025	As at 31st March, 2024
	(Amount in ₹)	(Amount in ₹)
Secured		
Term loans from Bank - HDFC Bank	-	27.50
	-	27.50

Terms of repayment and security details for loans are given below:

Description	A/c No.	Installments	Maturity	As at 31st March, 2025	As at 31st March, 2024
HDFC Bank Limited - Term Loan 2	031LN06210550001	Monthly equal installment of ₹ 2,50,000	01-Feb-26	27.50	57.50
HDFC Bank Limited - Term Loan 4	031LN06210970001	Monthly equal installment of ₹ 7,02,881	01-Feb-26	-	81.66
				27.50	139.16

Notes:

i. The Rate of Interest is 8.89% p.a.

ii. Primary Security:

Immovable Fixed Assets - Lien on land measuring 6.7 acres and hypothecation of 1 MW Photo-Voltaic Solar Plant situated at SF No. 73/A1, Uthamapalayam Village, Kangeyam Taluk, Tirupur

Plant and Machinery - Plant and Machinery funded out of Term Loans

Movable Fixed Assets - Exclusive charge on Movable Fixed Assets

iii. Collateral Security:

Non-Agricultural Land - Lien on 10 acres of property standing in the name of the promoters of the company situated at Thogaimalai, Near Karur District



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.04 Deferred Tax Liabilities (Net)			
Particulars	As at 31 st March, 2025	Charged/(reversed) during the year*	As at 31 st March, 2024
	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)
A. Deferred Tax Liabilities			
- On fixed assets	492.20	(23.57)	515.78
	492.20	(23.57)	515.78
B. Deferred Tax Assets			
- On other differences	14.33	(6.41)	20.74
	14.33	(6.41)	20.74
	477.87	(17.16)	495.04
Net Deferred Tax Liability (A-B)			
*The impact on statement of profit and loss is attributable by Property, plant and equipment			
2.05 Long term provisions			
(Amount in ₹ Lakhs)			
Particulars	As at 31 st March, 2025	As at 31 st March, 2024	
	(Amount in ₹)	(Amount in ₹)	
Provision for Gratuity (Refer Note No 2.40)	4.49	4.49	
	4.49	4.49	
2.06 Short-term borrowings			
Particulars	As at 31 st March, 2025	As at 31 st March, 2024	
	(Amount in ₹)	(Amount in ₹)	
I. Secured Loan			
From Banks			
Working Capital Demand Loans - HDFC Bank	840.00	1,000.00	
Current maturities of long-term debt	27.50	111.66	
	-	-	
II. Unsecured Loan			
From Related Parties	-	-	
Loan from Directors (Repayable on Demand)	-	99.37	
	867.50	1,211.03	
Notes:			
(a) The terms and conditions of the working capital demand Loan of Rs. 10 crores from HDFC Bank are as follows:			
i. The Rate of Interest is 8.25% p.a.			
ii. Primary Security:			
Current Assets: - Exclusive Charge on the current assets of the company Plant and Machinery - Plant and Machinery funded out of Term Loans			
Movable Fixed Assets - Exclusive charge on Movable Fixed Assets			
iii. Collateral Security:			
Non-Agricultural Land - Negative Lien on 6.26 acres of property standing in the name of the company situated at Kulithalai, Karur District.			
(b) In respect of above, the charges are yet to be registered.			
(c) The quarterly returns or statements comprising of (stock statements, book debt statements, statements on ageing analysis of the debtors/other receivables, and other stipulated financial information) filed by the Company with banks are in agreement with the books of account of the Company of the respective quarters, except for the following.			



KKV AGRO POWERS LIMITED

Annual Report 2024-25

For the Quarter ended	Nature of current asset/ Liability	Nature of discrepancy	Details of Discrepancies			Remarks (Including subsequent rectification)
			Amount (₹ in Crores)			
			As per quarterly returns and statements	As per unaudited books of accounts	Difference	
Jun-24			NA			
Sep-24			NA			
Dec-24			NA			
Mar-25			NA			

2.07. Trade payables		
Particulars	As at 31st March, 2025	As at 31st March, 2024
	(Amount in ₹)	(Amount in ₹)
Dues to Micro & Small Enterprises (Refer Note 29)	17.31	22.73
Dues to Creditors other than Micro & Small Enterprises	-	-
- Dues to Related parties (Net) (Refer note No.39)	264.72	552.92
- Dues to Others	301.91	115.38
Total	583.94	691.03

Trade Payables ageing schedule as on 31st March, 2025					
Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3	Total
(i) Micro & Small enterprises under MSME Act,2006	4.54	7.79	0.44	4.54	17.31
(ii) Others	566.64	-	-	-	566.64
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	571.18	7.79	0.44	4.54	583.95

Trade Payables ageing schedule as on 31st March, 2024					
Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3	Total
(i) Micro & Small enterprises under MSME Act,2006	3.08	-	-	-	3.08
(ii) Others	687.95	-	-	-	687.95
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	691.03	-	-	-	691.03

Note - The Company has disclosed the suppliers who have registered themselves under " Micro, Small and Medium Enterprises Development Act,2006" to the extent they have confirmed, which has been relied upon by auditor.

2.08 Other current liabilities		
Particulars	As at 31 st March, 2025	As at 31st March, 2024
	(Amount in ₹)	(Amount in ₹)
(a) Interest accrued but not due	-	1.02
(b) Due to related parties (Refer note no.39)	-0.00	2.44
(c) Advance from customers	175.34	43.93
(d) Accrued salaries and benefits	6.54	13.03
(e) Statutory dues payable	21.84	13.38
(f) Others creditors	-	9.75
(g) Unclaimed dividends*	0.41	0.11
(h) Expenses payable	148.07	142.42
	352.20	226.07

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund

2.09 Property, Plant & Equipment and Intangible Assets <u>(a).Property, Plant & Equipment and Intangible Assets</u>									(Amount in ₹ Lakhs)	
Particulars	Land	Building	Plant and machinery	Furniture & Fittings	Motor Vehicles	Office Equipment	Computers	Electrical Fittings	Total	Intangibles
Gross Block										
Balance as on 01 April 2023	34.38	13.50	3,208.47	11.72	42.22	6.22	9.04	7.58	3,333.13	4.38
Additions	-	-	-	0.24	-	0.78	-	-	1.03	-
Deletions	-	-	-	-	-	-	-	-	-	-
Balance as on 31 March 2024	34.38	13.50	3,208.47	11.96	42.22	7.00	9.04	7.58	3,334.16	4.38
Additions	-	-	-	-	-	0.78	-	8.91	9.68	-
Deletions	-	-	-	-	-	-	-	-	-	-
Balance as on 31 March 2025	34.38	13.50	3,208.47	11.96	42.22	7.78	9.04	16.49	3,343.84	4.38
Accumulated depreciation Balance as										
Depreciation	-	9.70	950.48	1.80	36.57	2.77	6.35	4.46	1,012.12	2.11
Reversal of accumulated depreciation B	-	1.21	172.71	1.11	0.53	1.27	1.55	0.81	179.20	0.85
March 2024 Depreciation	-	-	-	-	-	-	-	-	-	-
Reversal of accumulated depreciation	-	10.92	1,123.19	2.91	37.10	4.04	7.90	5.27	1,191.32	2.96
	-	1.21	173.32	1.03	0.52	0.59	0.40	0.49	177.56	0.67
	-	-	-	-	-	-	-	-	-	-
Balance as on 31 March 2025	-	12.13	1,296.51	3.94	37.62	4.63	8.30	5.76	1,368.88	3.63
Net block as on 31 March 2024	34.38	2.59	2,085.28	9.05	5.12	2.96	1.14	2.31	2,142.84	1.42
Net block as on 31 March 2025	34.38	1.37	1,911.96	8.03	4.60	3.15	0.74	10.73	1,974.96	0.75
Particulars	01-Apr-23	Additions	Capitalization	31-Mar-24	Additions	Deletions	31-Mar-25			
Capital Work in Progress										
Gold Purification	61.44	-	-	61.44	-	-	61.44			
Machine Melting	6.59	-	-	6.59	-	-	6.59			
Machine										



KKV AGRO POWERS LIMITED

Annual Report 2024-25

II. a. Capital work-in-progress ageing as on 31.03.2025

Particulars	Amount in CWIP for a period of				Total	
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
- Projects in progress	-	-	-	68.03	68.03	
- Projects temporarily suspended	-	-	-	-	-	

*The Implementation of the project is temporarily postponed for commercial reasons.

b. Capital work-in-progress ageing as on 31.03.2024

(Amount in ₹ Lakhs)

Particulars	Amount in CWIP for a period of				Total	
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
- Projects in progress	-	-	68.03	-	68.03	
- Projects temporarily suspended	-	-	-	-	-	

*The Implementation of the project is temporarily postponed for commercial reasons.

Note 2.10

	01-Apr-23	Additions	Capitalization	31-Mar-24	Additions	Deletions	31-Mar-25	
Biological Assets								
Livestock	1.71	-	-	1.71	-	-	1.71	

III. Title Deeds of Immovable Property are held in the name of the company except as follows:

(Amount in ₹ Lakhs)

Description of item of property	Gross carrying value as at 31.03.2025	Held in the name of	Whether title deed holder is a promoter, director or their relative or employee	Period Range	Reason for not being held in the name of the company (including Dispute)
Property, Plant & Equipment Land	28.77	Nachas Wind Energy Private Limited	No	07-08-2013 to Present	The same is held in the erstwhile name of the company

2.11 Long-term loans and advances			(Amount in ₹ Lakhs)			
Particulars	As at 31 st March, 2025	As at 31 st March, 2024				
	(Amount in ₹)	(Amount in ₹)				
Unsecured, considered good						
Security deposits	53.72	52.89				
MAT Credit entitlement	203.54	263.61				
	257.26	316.50				
2.12 Current Investments						
Particulars	As at 31 st March, 2025	As at 31 st March, 2024				
	(Amount in ₹)	(Amount in ₹)				
Investments in futures contract	-	1.67				
2.13 Inventories						
Particulars	As at 31 st March, 2025	As at 31 st March, 2024				
	(Amount in ₹)	(Amount in ₹)				
Precious metals	1,640.81	1,169.73				
2.14 Trade receivables						
Particulars	As at 31 st March, 2025	As at 31 st March, 2024				
	(Amount in ₹)	(Amount in ₹)				
a. Unsecured, Considered good	221.32	191.78				
b. Unsecured, Considered doubtful	14.00	14.00				
Less: Provision for Doubtful debts	(14.00)	(14.00)				
	221.32	191.78				
c. Receivables from related party	57.54	24.95				
	278.86	216.73				
Trade receivables Ageing Schedule as at 31st March, 2025						
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade receivables – considered good	62.13	125.36	92.37	-	-	279.86
ii) Undisputed Trade receivables – considered doubtful	-	-	-	-	-	-
iii) Disputed Trade receivables – considered good	-	-	-	-	-	-
iv) Disputed Trade receivables – considered doubtful	-	-	-	-	-	-
Less: Provision for Doubtful debts	-	-	-	-	-	-
Total	62.13	125.36	92.37	-	-	279.86
Trade receivables Ageing Schedule as at 31st March, 2024						
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade receivables – considered good	125.36	92.37	-	-	-	217.73
ii) Undisputed Trade receivables – considered doubtful	-	-	-	-	-	-
iii) Disputed Trade receivables – considered good	-	-	-	-	-	-
iv) Disputed Trade receivables – considered doubtful	-	-	-	-	-	-
Less: Provision for Doubtful debts	-	-	-	-	-	-
Total	125.36	92.37	-	-	-	217.73



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.15 Cash and cash equivalents		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
a) Balances with banks		
- In current accounts	38.78	316.12
- In term deposit accounts with maturity less than 3 months at inception	-	-
b) Cash on hand	18.41	10.58
	57.19	326.70
Of the above, the balances that meet the definition of cash and cash equivalents as per AS 3 cash flow statement is current account balances and cash on hand	57.19	326.70
2.16 Bank balances other than cash and cash equivalents		
	(Amount in ₹ Lakhs)	
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Balances with banks		
- In term deposit accounts with maturity more than 3 months but less than 12 months at inception	16.94	132.70
	-	-
	16.94	132.70
- In dividend account		
2.17 Short term loans and advances		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Unsecured, considered good		
Balances with government authorities	72.62	11.57
Staff advances	2.55	-
	75.17	11.57
2.18 Other current assets		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Unsecured, considered good		
Advance to suppliers	126.37	246.12
Other assets	-	2.96
	126.37	249.08
2.19 Current tax assets		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Advance from Income tax (Net of provisions)	60.13	139.67
	-	-
	60.13	139.67



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.20 Revenue from operations		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Revenue from operations		
Sale of Electricity	751.51	773.09
Sales & Processing charges - Precious Metals	95,460.45	1,54,600.60
	-	-
Other operating revenue	-	3.23
Sale of Renewable Energy Certificates	-	-
Other operating income	1.51	-
	96,213.46	1,55,376.92
2.21 Other income		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Interest Income	5.36	7.32
Provision for doubtful debts reversed	-	92.96
Other miscellaneous income	4.13	0.54
	9.49	100.82
2.22 Purchase of Stock-in-Trade		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Purchase of Gold Bullion	90,496.89	1,50,610.74
Purchase of Gold Ornaments	4,439.11	3,437.73
Purchase of Silver Ornaments	324.37	179.87
Purchase of Silver Bullion	1.80	-
Purchase of Silver Articles	11.42	0.03
Purchase of Diamonds	58.20	43.72
	95,331.79	1,54,272
2.23 Changes in Inventories		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Inventory at the end of the year		
Jewellery	1,640.81	1,169.73
	1,640.81	1,169.73
Inventory at the beginning of the year		
Renewable Energy Certificates		0.18
Jewellery	1,169.73	1,241.07
	1,169.73	1,241.25
(Increase)/ Decrease in Inventory	(471.08)	71.53



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.24 Power Generation Expenses		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Transmission & Wheeling Charges	197.31	93.62
Operation & Maintenance Charges	17.78	18.26
Self-Generation Tax	14.68	7.65
System Operating Charges	-	2.98
Other Operating expenses	93.23	198.37
	323.00	320.88
2.25 Employee benefit expenses		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Salaries, Wages & Bonus	76.55	98.67
Director's Remuneration	48.60	48.60
Provident & Other Funds	5.17	5.47
Gratuity Expenses	- 12.70	(7.85)
Staff welfare expenses		11.07
	143.02	155.96
2.26 Finance cost		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Interest on Term loan	7.31	5.94
Interest on WCDL Loan - HDFC	85.46	84.98
Interest on Loans from Related Party	-	5.62
Bank charges	5.75	5.16
	98.52	101.70



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.27 Other expenses		
Particulars	As at 31 st March, 2025	As at 31 st March, 2024
	(Amount in ₹)	(Amount in ₹)
Advertisement Expenses	14.69	10.15
Auditor's Remuneration (See Note 2.27A below)	10.00	10.00
Contract payments charges	1.47	6.11
Corporate social responsibility expenses (See Note 2.27B below)	3.26	4.97
Directors sitting fees	0.40	0.70
Insurance expenses	-	12.90
Packing expenses	3.80	5.34
Power and Fuel	5.42	10.60
Professional charges	46.78	18.33
Printing & Stationery expenses	1.07	1.85
Repair and Maintenance	-	-
- Plant and Machinery	142.40	106.15
- Vehicles	-	0.58
- Others	13.26	4.44
Rental expenses	58.72	61.20
Rates and taxes	13.39	10.29
Sales promotion expenses	35.09	33.59
Travelling expenses	1.44	1.78
Miscellaneous expenses	14.26	14.72
	365.45	313.71
2.27 A Payments to Statutory Auditors (exclusive of GST):		
Particulars	As at 31 st March, 2025	As at 31 st March, 2024
	(Amount in ₹)	(Amount in ₹)
(a) As Auditor		
- Statutory Audit	8.00	8.00
- Tax Audit	2.00	2.00
	10.00	10.00
2.27 B Details of CSR Expenditure		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a) Gross amount required to be spent by the Company during the year	3.26	3.26
b) Gross amount provided for CSR activities	3.26	4.97
c) Amount spent during the year	3.26	4.97
d) Shortfall at the end of the year	-	-
e) Total of Previous year Shortfall,	-	-
f) Reason for Shortfall	NA	NA
g) Nature of CSR activities,	-	-
Eradicating Hunger, Poverty & Malnutrition, promoting preventive health care, education and sanitation and making available safe drinking water	-	-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.28 Earnings per share:		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31st March, 2024 (Amount in ₹)
Net profit after tax as per Statement of Profit & Loss	1,68,69,856	27,00,639
Less: Preference dividend (e.g., cumulative)	(2,70,000)	(2,70,000)
Net profit attributable to equity shareholders	1,65,99,856	24,30,639
Weighted average number of equity shares	5,66,875	5,66,875
Basic and diluted earnings per equity share (₹)	29.28	4.29
2.29 Disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year included in:		
Principal amount due to micro, small and medium enterprises	17.31	22.73
Principal amount due to medium enterprises		
Interest due on above		
Total	17.31	22.73
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond appointed day.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually, paid for the purpose of disallowance as a deductible under section 23 of the MSMED Act, 2006.	-	-
2.30 Commitments and Contingent Liabilities:		
Particulars	As at 31 st March, 2025 (Amount in ₹)	As at 31 st March, 2024 (Amount in ₹)
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
Dividend on Cumulative Preference Shares	2.70	2.70
<p>2.31 In current year the company is utilising the MAT Credit balance of up to Rs.60.08 Lakhs.</p> <p>2.32 Inventory includes Stock of Precious Metals (Bullion, gold ornaments, silver ornaments) and renewable energy certificates (REC) held for sale and which are valued at cost or net realizable value whichever is lower.</p> <p>2.33 Corporate Social Responsibility is applicable to the company as per the section 135 of the Companies Act, 2013. The Company has spent Rs 3.07 lakhs on CSR Compliance, fulfilling its obligation under Section 135 of the Companies Act, 2013.</p> <p>2.34 The Board of Directors, at their meeting held on 30th May 2025 recommended a Equity dividend of Rs.5/- per equity share and a Preference dividend of 3% on the Face value of Rs. 90 Lakhs for the year ended March 31, 2025, subject to approval of shareholders.</p>		



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.35. Disclosure of raw materials, purchased goods and finished goods under broad heads		
Particulars	2024-25 (₹ in Lakhs)	2023-24 (₹ in Lakhs)
i) Sale of Products		
A. Manufactured/produced Goods		
Sale of Electricity	753.01	773.09
B. Traded Goods		
a) Sale of Precious Metal	95,460.45	1,54,600.60
b) Sale of Textiles Products	-	-
c) Other Operating Revenue	-	3.23
	96,213.46	1,55,376.92
ii) Purchase of Traded Goods / Cost of Materials		
Consumption		
a) Purchase of Precious Metals	95,331.78	1,54,272.10
b) Textile Products	-	-
	95,331.78	1,54,272.10
iii) Closing Inventory		
Finished Goods		
- Precious Metals	1,640.81	1,169.73
- Renewable Energy Certificate	-	-
	1,640.81	1,169.73
iv) Opening Inventory		
Finished Goods		
- Precious Metals	1,169.73	1,241.07
- Renewable Energy Certificate	-	0.18
- Textile Products	-	-
	1,169.73	1,241.25
v) Total value of all imported materials, spare parts and components purchased during the financial year (FY consumption) and the total value of all		
Indigenous (Rs.)		
(%)	95,331.78	1,54,272.10
Imported (Rs.)	100%	100%
(%)	-	-
Total	-	-
	95,331.78	1,54,272.10
2.36 Disclosure as required under section 186(4) of the Companies Act, 2013		
Loans given and guarantees furnished by the company: XXX (Previous year: Nil).		
2.37 Disclosure requirements under regulation 53(f) of SEBI (Listing Obligation Disclosure Requirement) regulation, 2015 - XXX (Previous Year - Nil)		
2.38 (i) List of Related Parties with whom transactions have taken place during the year FY 2024 - 25 and FY 2023 - 24 and relationship. (As identified by the management and relied upon by Auditors).		
(a) Holding Company: NIL		
(b) Key Management Personnel:		
(i) Mr. T.K. Chandiran - Chairman and Managing Director		
(ii) Ms. C. Selvi - Director		
(iii) Mr. A.C. Vineethkumar - Director		
(iv) Mr. Shankarasubramanian - Chief financial officer		
(v) CS Kavya Das R - Company Secretary		
(c) Others: (Relatives & Enterprise over which Key Management Personnel are able to exercise significant influence).		
The KTM Jewellery Limited	SCM Global Brands Private Limited	
Chennai Traders	Shivam Traders	
KKV Chakra Limited	SCM Creations	
Gajaanandha Jewellery Maart Pvt. Ltd.	KKV Golden Jubilee Foundation	
Space Textiles Private Limited	The Madras Silks India Private Limited	
SCM Garments Private Limited	Shree Nandhini Silks Pvt. Ltd.,	
TCS Textile & Apparel India (P) Ltd	Swathi Traders	
Mr. Vinayagam	SCM Textile Spinners	



KKV AGRO POWERS LIMITED

Annual Report 2024-25

(iii) Related Party Transactions			
(Amount in ₹ Lakhs)			
Nature of Transactions	Name of the Related Party	Year ended 31 March 2025	Year ended 31 March 2024
Sale of energy	The KTM Jewellery Limited	262.92	110.63
	Space Textiles Private Limited	15.83	135.50
	The Madras Silks India Private Limited	59.75	114.28
	SCM Textile Spinners	117.62	161.27
(Amount in ₹ Lakhs)			
Nature of Transactions	Name of the Related Party	Year ended 31 March 2025	Year ended 31 March 2024
Sale of bullion	The KTM Jewellery Limited	8,094.41	4,609.56
	SCM Garments Private Limited	-	7,400.36
	SCM Creations	-	5,310.10
	Gajaananda Jewelry Mart India Pvt Ltd	28,512.77	-
	The Madras Silks India Pvt Ltd	35,649.86	38,190.09
	Shivam Traders	3,933.18	-
	Space Textiles Pvt. Ltd	1,286.33	-
	Sri. T K Chandiran	7.24	-
Sale of Jewellery	TKC Enterprises LLP	160.14	-
	The KTM Jewellery Limited	2,364.91	1,591.21
Purchases of Bullion	The KTM Jewellery Limited	1,412.67	5,410.03
	TKC Enterprises LLP	162.66	-
Purchases of Jewellery	The KTM Jewellery Limited	3,026.86	3,056.80
Rent Paid	The KTM Jewellery Limited	46.20	46.20
Remuneration to Key Managerial Personnel*	Mr. Tirupur Kulandaivel Chandiran (DIN: 00031091)	30.00	30.00
	Mrs. Selvi (DIN: 00032962)	9.00	9.00
	Mr. A.C.Vineethkumar (DIN: 06756745)	9.60	9.60
Directors sitting fees	Mr. B Mohan (DIN: 05255699)	0.30	0.30
	Mr. V. N. Chandrasekaran (DIN: 07276704)	0.10	0.30
(iv) Related Party Balances			
	Name of the Related Party	Year ended 31 March 2025	Year ended 31 March 2024
Trade payables	The KTM Jewellery Limited	140.70	552.92
	SCM Global Brands Pvt Ltd	28.98	28.98
	SCM Textile Spinners	12.95	-
	TKC Enterprises LLP	82.09	-
	Space Textiles Pvt Ltd	-	4.09
	M/s SCM Mills	-	2.83
Trade receivables	The KTM Jewellery Limited	25.03	29.64
	Space Textiles Pvt Ltd	1.24	-
	Sri T K Chandiran	17.41	-
	The Madras Silks India Private Limited	-	17.12
	SCM Textile Spinners	-	14.09
	M/s SCM Mills	13.86	-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.40 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	2024-25	2023-24
Principal actuarial assumptions used on balance sheet date:		
Discount rate	7.22%	7.22%
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) Ultimate	
Changes in the present value of the obligation:		
Present value of Obligations as at the beginning of the period	4.49	12.34
Interest cost	-	0.93
Current service cost	-	1.59
Benefits paid	-	-
Actuarial (Gains)/ Loss on obligation	-	(10.37)
Present value of Obligations as at the end of the period	4.49	4.49
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 recognized in the balance sheet:		
Present value of the obligation	4.49	12.34
Fair value of the obligation	-	-
(Asset) / Liability	4.49	12.34
Net (asset)/ Liability recognized in the balance sheet	4.49	12.34
Expense recognized in the statement of profit and loss:		
Current service cost	-	1.59
Interest cost	-	0.93
Expected return on plan assets	-	-
Net actuarial (gain)/ loss recognized in the year	-	(10.37)
Past service cost-vested benefits	-	-
Expenses recognized in the statement of profit and loss	-	(7.85)

Disclosure requirement pursuant to Para 120(n) of AS-15:	2024-25	2023-24	2022-23	2021-22	2020-21
Present value of the obligation	4.49	4.49	12.34	8.16	5.17
Plan assets	-	-	-	-	-
Surplus/(Deficit) in plan assets	(4.49)	(4.49)	(12.34)	(8.16)	(5.17)
The experience adjustments on plan liabilities	-	(10.46)	1.06	1.51	0.90
The experience adjustments on plan assets	-	-	-	-	-

2.41 Operating leases

Future lease payments

Minimum lease payments up to the end of lease	2024-25	2023-24
-Not later than one year	2.88	1.74
-Later than one year and not later than five years	4.54	4.54
-Later than five years	1.96	3.10



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.42 Segment Information		
The Company operates under Two segments viz. Business of generation and sale of electricity; Trading of Precious Metals.		
Particulars	2024-25	2023-24
1. Segment revenue		
Energy generation	751.51	861.67
Jewellery Business	95,460.45	1,54,608.21
Others unallocated	10.99	7.87
Net sales/income from operations	96,222.95	1,55,477.75
2. Segment expenditure		
Energy generation	695.83	681.95
Jewellery Business	95,272.89	1,54,733.62
Others unallocated	0.22	0.34
Total expenditure	95,968.94	1,55,415.91
Particulars	2024-25	2023-24
3. Segment results		
Energy generation	55.68	187.59
Jewellery Business	187.55	-125.42
Others unallocated	10.77	-0.34
Total segment profit before tax	254.00	61.83
Profit before tax	254.01	61.83
Less: Tax expenses	85.31	34.82
Profit after tax	168.70	27.01
4. Segment Assets		
Energy generation	2,577.63	2,655.06
Jewellery Business	2,024.53	2,131.72
Others unallocated	(42.88)	1.28
Total Assets	4,559.28	4,788.06
5. Segment Liabilities		
Energy generation	647.78	700.10
Jewellery Business	1,633.44	1,944.24
Others unallocated	5.87	20.53
Total Liabilities	2,287.09	2,664.87
6. Capital expenditure		
Energy generation	-	-
Jewellery Business	-	1.03
Others unallocated	-	-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.43 Ratio Analysis and its elements

Sl. No.	Ratios	Numerator	Denominator	As at 31st March, 2025	As at 31st March, 2024	% Change	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	1.25	1.06	18.4%	Insignificant
2	Debt Equity Ratio	Total Debt	Shareholder's fund	0.38	0.58	-34.6%	Repayment of debt
3	Debt Service Coverage Ratio	Earnings available for debt services = Net Profit after taxes + Depreciation and Amortization expenses + Interest	Debt Service = Interest + principal repayment of term loans (Excluding prepayments)	3.90	2.61	49.3%	Repayment of debt
4	Return on Equity Ratio	Net Profit less Preference shares dividend	Average shareholders' equity	7.55%	1.14%	564.8%	Repayment of debt and market conditions
5	Inventory Turnover Ratio	Net Sales	Average Inventory	68.47	128.89	-46.9%	Movement in line with the market conditions
6	Trade Receivables turnover Ratio	Net Sales	Average Trade receivables	388.28	753.42	-48.5%	Movement in line with the market conditions
7	Trade Payable Turnover Ratio	Cost of Materials Consumed + Purchases of Stock in Trade + Change in Inventory	Average Trade Payables	148.80	342.83	-56.6%	Movement in line with the market conditions
8	Working capital turnover Ratio	Net Sales	Working capital = Current Assets - Current Liabilities (Excluding current maturities of Long term borrowings)	201	672	-70.1%	Movement in line with the market conditions
9	Net Profit Ratio	Profit after taxes	Net Sales	0.18%	0.02%	908.8%	Movement in line with the market conditions
10	Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Net worth + Total debt + Deferred Tax Liabilities	9.75%	4.24%	129.8%	Movement in line with the market conditions
11	Return on investment	Interest (Finance Income)	Average Investments	-	-	0.0%	NA



KKV AGRO POWERS LIMITED

Annual Report 2024-25

2.44 Additional Disclosure relating to Schedule III Amendment of Companies Act 2013

(i) Details of Benami Property:

No proceedings have been initiated or are pending against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

(ii) Utilisation of borrowed funds and share Premium:

- A. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities, Intermediaries, with the understanding that the Intermediary shall:
- a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- B. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b) Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(iii) Undisclosed Income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961 that has not been recorded in the books of accounts.

(iv) Details of crypto currency or virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(v) Valuation of Property, Plant & Equipment, intangible asset and investment property

The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

(vi) Loans to Related Parties and others:

The Company had not granted any loans or advances in the nature of loans to promoters, directors, KNP's and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person that:

- a) are repayable on demand or
 - b) without specifying any terms or period of repayment.
-



KKV AGRO POWERS LIMITED

Annual Report 2024-25

(vii) Struck off Companies:

The Company has not entered into any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956

(viii) Willful Defaulter:

The Company has not been declared as a wilful defaulter by any bank or financial institution. Income tax assessment has been completed up to the AY 2024-25.

- 46 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.
- 47 Balances in parties' accounts are subject to confirmation and reconciliation, if any. Appropriate adjustments will be made as and when the balances are reconciled.
- 48 Based on the amendment brought in Companies (Accounts) Amendment Rule, 2021, the company has used the software for maintenance of books of accounts, which has the feature of recording the audit trail facility and the same has been operated throughout the financial year, without any instances of tampering the same.
- 49 Previous years figures have been regrouped, reclassified and rearranged wherever necessary to conform to the current year's classification including those as required consequents to amendments in Schedule III.
- 50 All Figures are in Lakhs unless otherwise stated.

As per our report of even date attached
For B. Thiagarajan & Co.
Chartered Accountants
ICAI Firm Registration No. 004371S

For and on behalf of the Board of Directors

K. Balamaniandan
Partner
Membership No. 213537
UDIN: 25213537BMKQSY6180

T.K.Chandiran
Managing Director
DIN:00031091

C. Selvi
Wholtime Director
DIN:00032962

Place: Coimbatore
Date: 30.05.2025

M. ShankarSubramanian
Chief Executive Officer and
Chief Financial Officer

CS Kavya Das R
Company Secretary and
Compliance Officer
MRN: ACS 72970