

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of the Company will be held on Saturday, 24th September, 2016 at Plot No. 694, Road No. 33, Jubilee Hills, Hyderabad - 500 033, India at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2016 and the report of the Auditors thereon.
2. To re-appoint Mr. Anil Kumar Kutty (DIN: 00055634), who retires by rotation and who being eligible, offers himself for re-appointment as a Director.
3. To ratify the appointment of M/s. Umamaheswara Rao & Co., Chartered Accountants, Hyderabad (Firm Registration No. 004453S) as approved by Members at the Fourteenth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Seventeenth Annual General Meeting and to fix their remuneration for the financial year ending 31st March, 2017.

SPECIAL BUSINESS:

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

"RESOLVED that pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, Ms. Savita Jyoti who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th August, 2016 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Ms. Savita Jyoti as a candidate for the Office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

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

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to Section 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules made thereunder and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") (including any statutory

modification or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies (the "RoC") and/ or any other competent authorities and subject to any required approvals, consents, permissions and / or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), through a placement document/offer document and/or prospectus and/or offer letter and/or offering circular, from time to time, in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, for a value of up to Rs.5,000 Crores or any other currencies, representing such number of Equity Shares, preference shares whether Cumulative or Non-cumulative / Redeemable / Convertible at the option of the company and / or at the option of the holders of the security, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), Foreign Currency Exchangeable Bonds (FCEBs) and/or Equity Shares through Depository Receipt Mechanism and/or Fully Convertible Debentures (FCDs) and/or through an institutional placement program under Chapter VIII of the ICDR Regulations and/or Non-Convertible Debentures (NCDs) with or without warrants, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the "Securities") or any combination of Securities to any eligible investors including but not limited to foreign /non-resident or resident investors whether qualified institutional buyers, institutions/banks, incorporated bodies, mutual funds, trustees, stabilizing agent or otherwise, foreign institutional investors, venture capital funds, foreign venture capital investors, qualified foreign investors, alternative investment funds, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds and/or individuals, bodies corporate, companies (private or public) or other entities, authorities and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") including allotment in exercise of a green shoe option, if any, by the Company, through private placement(s) or public issue(s), at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage

as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any terms or combination of terms including as to conditions in relation to payment of interest, additional interest, premia on redemption, prepayment and any other debt service payments whatsoever and all such matters as are provided in Securities offerings of this nature including terms for issue of such Securities or variation of the conversion price of the Security during the tenure of the Securities and the Company is also entitled to enter into and execute all such arrangements as the case may be with any lead managers, underwriters, bankers, financial institutions, solicitors, advisors, guarantors, depositories, custodians and other intermediaries in such offerings of Securities and to remunerate all such agencies including the payment of commissions, brokerage, fees or payment of their remuneration for their services or the like, and also to seek the listing of such Securities on one or more Stock Exchanges.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to issue and allot such number of shares as may be required to be issued and allotted upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the offering, all such shares being pari passu with the then existing shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Securities or instruments representing the same, as described above, the Board or any Committee thereof be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but not limited to finalization and approval for the preliminary as well as placement document or offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities if any, rate of interest, execution of various transaction documents, creation of mortgage / hypothecation / charge on the Company's assets and properties in accordance with the provisions of the Companies Act, 2013 in respect of any Securities as may be required either on paripassu basis or otherwise.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOI/RBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies and to seek the listing of such Securities on one or more national and/ or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Whole-time Directors or any other Officer or Officers of the Company to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the applicable provisions if any, of Companies Act, 2013, Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of the Company and subject to such other requisite approvals, consents, permissions and sanctions as may be required, the consent of the members be and is hereby accorded to the Board of Directors of

the Company (hereinafter referred to as 'Board', which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director/s or officer/s authorised by the Board to exercise the powers conferred on the Board under this resolution) to divest by way of sale, transfer, lease, assign or hiving off, dispose-off or otherwise transfer to strategic partner / investor / special purpose vehicle company (SPV) or to any third party either the entire investment or any substantial part thereof, in one or more of its subsidiary / subsidiaries or dispose of the assets of any of the subsidiary / subsidiaries with other integrated facilities and immovable / movable properties, if any, attached thereto, with or without associated liabilities, in one or more tranches, at such price and on such terms and conditions as may be decided by the Board and in such manner as the Board deems appropriate as well as the means, methods or modes including the receipt of consideration thereof.

RESOLVED FURTHER THAT Mr. K.A. Sastry (DIN00006566) and Mr. S. Kishore (DIN 00006627), Whole-time Directors be and are hereby severally authorised to finalise and execute the required transactional documents including but not limited to Agreement(s) for sale, lease, license, transfer, transitional services, indemnities, guarantees, declarations, undertakings, forms, letters and such other documents with such modification/s as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary and/or expedient in their discretion, to settle any questions, difficulties, doubts that may arise in this regard, as they may in their absolute discretion deem fit and finalise all issues as may be deemed necessary or expedient in their own discretion and in the best interest of the Company to give effect to the resolution for completion of the transaction, without being required to seek any further consent or approval of the Shareholders and to delegate all or any of the powers or authorities herein conferred to any Director/s or other Officer/s of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved."

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules under Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) (including any statutory modification(s) or enactment thereof for the time being in force), consent of the members of Company be and is hereby accorded to the Board of Directors of the Company to ratify, approve and confirm all existing and future Related Party Transactions as defined under Section 188 of Companies Act, 2013 and LODR with related parties as mentioned in explanatory statement annexed to the notice which were executed prior to the applicability of LODR and are under execution and other transactions to be entered into by the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to determine and finalize the terms & conditions related thereto from time to time, perform and execute such agreements, documents and writings approve any alteration /modification to transaction documents from time to time and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

By order of the Board

Place: Hyderabad
Date: 27th August, 2016
Regd. Off: 8-2-293/82/A/431/A,
Road No.22, Jubilee Hills,
Hyderabad - 500 033.
Ph:040-23559922; Fax: 040-23559930

M.S. Phani Sekhar
Company Secretary

NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

2. **A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. The instrument appointing proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.**

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

3. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ reappointment.

4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting on their behalf.

8. M/s. Karvy Computershare Private Limited, Hyderabad acts as the Company's Registrar and Share Transfer Agent for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in Electronic form, shareholders may send requests or correspond through their respective Depository Participants.

9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013 will be available for inspection at the AGM.

10. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act 2013 will be available for inspection at the AGM.

11. The Register of Members and Share Transfer books will remain closed from 17th September, 2016 to 24th September, 2016 (both days inclusive) in connection with the Annual General Meeting to be held on 24th September, 2016.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar.

13. The annual report for the financial year 2015-16 is being sent through electronic mode only to those shareholders, whose email addresses are registered with the Company /depository participants. The annual report is also available on our website, i.e. www.ksk.co.in. The physical copy of the annual report is being sent to those members who have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2015-16 upon sending a request to the Company.

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

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

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

15. Remote e-voting:

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

- a) The facility for voting through poll will also be made available at the AGM and the members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their right at the AGM through poll. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not entitle to cast their votes again. The instruction for remote e-voting is annexed to the Notice.
- b) The Board of Directors of the Company has appointed Mr. V. Pavana Srinivasa Rao, Practicing Company Secretary as Scrutinizer to scrutinise the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 17th September, 2016.
- d) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 17th September, 2016, shall be entitled to avail the facility of remote e-voting / Poll.
- e) The remote e-voting facility will be available during the following period and shall be disabled by Karvy upon expiry of period:
 Commencement of remote e-voting : From 9.00 AM (IST) on 21st September, 2016
 End of remote e-voting : Up to 5.00 p.m. (IST) on 23rd September, 2016
- f) The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.ksk.co.in and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- g) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 24th September, 2016.

16. Process for remote e-voting:

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

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

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Anandan. K, Manager, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 - 6716 1591 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 21st September, 2016 (9.00 A.M. IST) and ends on 23rd September, 2016 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2016, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 17th September, 2016.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 17th September, 2016, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD < space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD < SPACE > IN12345612345678
Example for CDSL:
MYEPWD < SPACE > 1402345612345678
Example for Physical:
MYEPWD < SPACE > XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.4 to 8 of the accompanying Notice dated 27th August, 2016

Item No. 4

Appointment of Ms. Savita Jyoti as Director

Ms. Savita Jyoti, was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 27th August, 2016 under Section 161 of the Companies Act, 2013. She shall hold office up to the date of the forthcoming Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company.

Ms. Savita Jyoti, is a graduate in Commerce from Osmania University, Hyderabad, India and Senior Fellow Member (FCS) of the Institute of Company Secretaries of India (ICSI) having over two and a half decade of varied experience in the company secretarial work. She is the Practicing Member of ICSI since 1991 and she is serving various Corporates, Banks and Financial Institutions as a Practicing Company Secretary in the areas of Corporate Consultancy and Advisory Services.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 and Rules made thereunder proposing the candidature of Ms. Savita Jyoti for the office of the Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Savita Jyoti is concerned or interested in this Resolution. The Board commends the Ordinary Resolution set out at item No.4 of the accompanying notice for approval of the Members.

Item No. 5

Service of documents on members

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 27th August 2016 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board commends the Ordinary Resolution as set out at item No. 5 of the accompanying Notice for approval of the Members.

Item No. 6

Approval for issue of Securities

The Company is in the business of development and operation of various Power projects. The business, by its nature, is dynamic and competitive, which may necessitate changes in business plan and/or funding plans to support project construction and on going operations as well as avail of new opportunities, augment existing power generation capacity of the Company to meet the liquidity requirements, competitive threats, including those that may not be currently envisaged. These changes, if any, in the business plan and/or funding plans shall be made keeping in mind the interests of the Company.

The Company has invested in various downstream power generation companies and proposes to continue making such investments in the future, either directly or through any subsidiaries, associate companies, joint ventures or affiliates. Further, the Company has to support its downstream power generation companies experiencing cost & time over runs and fuel security issues, working capital shortages among other market constraints. The Company is also required to explore necessary investment, acquisition / divestment requirements.

While, such support to the downstream power generation companies and other requirements could be funded, partially through internal accruals and corporate debt facilities, in view of the substantial capital requirements for the business, issuance of fresh capital would be required. Also, of late certain of the investments both at the company as well as the subsidiaries is being proposed to be in the form of a quasi equity / convertible instruments that could ultimately convert into equity at the Company upon certain pre agreed events and triggers.

The Company plans to raise such long term resources, inter alia, to meet its proposed capital expenditure requirements with respect to the power projects under set up or operations, including those of its subsidiaries, associate companies, joint ventures and affiliates and general corporate purposes. With an explicit understanding that such funds could be raised, based on various factors through issue of such securities linked with equity shares of the Company, or a combination thereof, as may be determined by the board of directors of the Company or any committee thereof (the "Board") in its sole discretion, the consent of the shareholders is being sought by a special resolution to enable the Board of Directors or a duly constituted committee thereof to issue securities as contemplated in the resolution set out above (found to be expedient and in the interest of the company). Hence this is an enabling resolution.

Since the proposed Special Resolution may result in issue of shares of the Company otherwise than to the existing members of the Company consent of the members is being sought pursuant to the provisions of Sections 23, 41, 42, 62, 71 and all other applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015

The authority granted to the Board by way of such special resolution will enable the Board, in consultation with the lead managers, advisors and any other intermediaries that may be retained from time to time to issue such number of securities and, in case of any securities convertible into or exchangeable with equity shares of the Company, such number of equity shares as may be required to be issued upon such conversion or exchange, as applicable, under the terms of the issue and the provisions of applicable laws and regulations.

The Directors or Key Managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the special resolution to the extent of securities issued/allotted to them or to the Companies/institutions in which any of them is a director or member, if any.

The Board commends the resolution set out in item No.6 of the accompanying notice for the approval of the members.

Item No. 7

Approval for disposal of shares held in Subsidiaries/assets held by Subsidiaries

The Company's business, by its nature, is dynamic and competitive, which may necessitate changes in the business plan and/or investment holdings of the Company to address the business requirements, competitive threats, including those that may not be currently envisaged. These changes, if any, in the business plan and/or funding plans shall be made keeping in mind the interests of the Company and its investors. Also, the Company may be required to divest part of its ownership in certain subsidiaries to generate necessary cash flows to deliver the Business or support additional investment obligations.

Towards this, the Board has on 27th August, 2016 subject to requisite regulatory and other consents and approvals, decided to consider, if required, at the best possible options to divest the Company's holding in its subsidiaries. Such consideration comprises of sale of all shares held by the Company in its subsidiaries including its subsidiaries and their identified assets.

The divestment will enable the Company to reduce debt, focus its synergies on the existing generation capacity of the Company and bring into generation the units under construction there by enabling the Company to be dominant player in the emerging Indian power generation business and embark on the significant growth opportunities it offers into the

future. Besides, the divestment is expected to improve the Company's Balance Sheet and enhance shareholder value.

In terms of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders' approval by passing a special resolution is required to give effect to this sale of its material subsidiary.

Regulation 24(5) of SEBI (LODR) Regulations, 2015 provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court / Tribunal.

Further, Regulation 24(6) of SEBI (LODR) Regulations, 2015 provides that no company shall sell, dispose of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without passing a special resolution in its general meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court / Tribunal.

A material subsidiary, in terms of the Company's Policy on Material Subsidiary, means (a) a subsidiary in which the investment made by the Company in the share capital of such subsidiary company exceeds 20% of its consolidated net worth as per the audited consolidated financial statements; or (b) the income of the subsidiary exceeds 20% of the consolidated income as per the audited consolidated financial statements during the previous financial year.

The proposed resolution seeks to deal with any of the following subsidiaries of the Company, namely, KSK Mahanadi Power Company Limited, Sai Wardha Power Limited, VS Lignite Power Private Limited, Sai Regency Power Corporation Private Limited, KSK Dibbin Hydro Power Private Limited, Sai Lilagar Power Limited, Kameng Dam Hydro Power Limited, J R Power Gen Private Limited, Sai Maithili Power Company Private Limited, KSK Upper Subansiri Hydro Energy Limited, KSK Jameri Hydro Power Private Limited, KSK Dinchang Power Company Private Limited, KSK Surya Photovoltaic Venture Limited, Tila Karnali Hydro Electric Company Private Limited, KSK Wind Power Aminabhavi Chikodi Private Limited, Bheri Hydro Power Company Private Limited, KSK Narmada Power Company Private Limited, KSK Wind Energy Private Limited, KSK Vidarbha Power Company Private Limited, KSK Wardha Infrastructure Private Limited,

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution except to the extent of their shareholding in the Company. Your directors commend the adoption of the resolution at Item No.7 of the Notice as a Special Resolution.

In view of the aforesaid provisions, you are requested to grant your consent to the special resolution as set out at item No.7 of the accompanying Notice.

Item No. 8

Approval for Related Party Transactions

Section 188 of the Companies Act, 2013 read with rule 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 has prescribed certain procedure for approval of related party transactions. The SEBI (LODR) Regulations, 2015 which has come into operation with effect from December 1, 2015 has also prescribed seeking of shareholders' approval for all material related party transactions. Further, all existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first general meeting subsequent to notification of these regulations.

Your Company being in the infrastructure business follows the Special Purpose Vehicle (SPV) format of project execution, wherein each of the material power project is setup and operated under a distinct corporate entity, fully or partially owned by your Company. In addition to stipulated investment and guarantees that are required, from time to time, in the ordinary course of business, your company also provides requisite common services, both at construction stage as well during operations that would involve payments between your company and such SPVs. Further, while the SPVs typically being independent ring fenced projects with non-recourse project financing from various lenders, business requirements often entail frequent grant of short term loans and advances as well as refund of the same upon operational accruals, refinancing, that are undertaken from time to time. Further, certain ad-hoc supports both fund as well as non fund

based are extended by your company to such SPVs, in the best interest of the Company's business and its sustainable operations.

Your Company has such material related party transactions which are in existence and likely to continue in the financial year 2016-17 or beyond for which your approval is required as per SEBI (LODR) Regulations, 2015.

Further, pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis. SEBI (LODR) Regulations, 2015, also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Accordingly, Board of Directors of the Company has in its meeting held on 27th August, 2016 approved related party transactions and now seek approval of the shareholders by way of Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to ratify and enter into following related Party Transactions in one or more tranches.

The nature and details of said Related Party Transactions are provided here in below for the perusal of the members:

S. No.	Name of the related party	Nature of relationship	Amount in Rs. Crore	Nature of Transaction
1.	KSK Mahanadi Power Company Limited	Subsidiary	28430.00	Investment undertaken provided to project Lenders, Corporate Guarantee provided / to be provided, Security provided / to be provided, Loans & Advances, Reimbursement of Expenses, Expenditure incurred on behalf, Project Development Fees, and Corporate Support Service Fee
2.	Sai Wardha Power Limited	Subsidiary	3000.00	Investment undertaken provided to project Lenders, Corporate Guarantee provided / to be provided, Security provided / to be provided, Loans & Advances, Reimbursement of Expenses, Expenditure incurred on behalf and Corporate Support Service Fee
3.	VS Lignite Power Private Limited	Subsidiary	900.00	Investment undertaken provided to project Lenders, Corporate Guarantee provided / to be provided, Security provided / to be provided, Loans & Advances, Reimbursement of Expenses, Expenditure incurred on behalf and Corporate Support Service Fee
4.	Sai Lilagar Power Limited	Subsidiary	500.00	Investment undertaken provided to project Lenders, Corporate Guarantee provided / to be provided, Security provided / to be provided, Loans & Advances, Reimbursement of Expenses, Expenditure incurred on behalf and Corporate Support Service Fee
5.	Sai Regency Power Corporation Private Limited	Subsidiary	800.00	Investment undertaken provided to project Lenders, Corporate Guarantee provided / to be provided, Security provided / to be provided, Loans & Advances, Reimbursement of Expenses, Expenditure incurred on behalf and Corporate Support Service Fee

Nature, material terms and particulars of the contract or arrangement:

S. No.	Particulars	Nature and Material Terms/Particulars of the contract or arrangement
1	Investments	Investments made in the Subsidiaries
2	Corporate Guarantees	Corporate guarantees are the guarantees required to be given by Holding company/Sponsor to secure the facilities provided to subsidiaries, Fellow subsidiaries and Associates as per the stipulations of lenders of subsidiaries, fellow subsidiaries and Associates
3	Pledge / other Security	Pledge of Company's holding in various subsidiaries to secure the credit facilities provided to Subsidiaries as per the lender stipulations
4	Project Development Fee (PDF)	Services rendered in relation to development work of power project
5	Corporate Support Services (CSS)	CSS shall include but not limited to obtaining necessary support, consultancy, competent persons review, providing fuel, financial services, management support and corporate planning, etc.
6	Loans and Advances	Interim fund support to subsidiaries and returns there to.

The Company enters all related party transactions, including the transactions under consideration in the ordinary course of business and at arm length basis. However, considering the nature of agreements which are peculiar in nature, Company as an abundant caution is taking necessary approval of the shareholders under Section 188 also.

Mr. S.R. Iyer, Mr. K.A. Sastry, Mr. S. Kishore, Mr. Anil Kumar Kutty, Ms. Savita Jyoti and Mr. M.S. Phani Sekhar may be deemed to be interested or concerned in the resolution in their capacity as the Directors or Shareholders of the Companies with which the related party transactions are proposed. The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in item No.8 to the accompanying Notice as an ordinary resolution.

By order of the Board

Place: Hyderabad
 Date: 27th August, 2016
 Regd. Off: 8-2-293/82/A/431/A,
 Road No.22, Jubilee Hills,
 Hyderabad - 500 033.
 Ph: 040-23559922; Fax: 040-23559930

M.S. Phani Sekhar
 Company Secretary

Brief Profile of Directors seeking Re-appointment/Appointment as required under Regulation 36 of the SEBI (LODR) Regulations, 2015

Item No. 2: Mr. Anil Kumar Kutty

Mr. Anil Kumar Kutty has a Masters' degree in Physics from the Delhi University. He has over three decades of experience in various fields including banking, administrative service and power sector.

Mr. Kutty is an officer of the 1978 batch of the IAS. He acted as Member Secretary of APSEB from 1996 to 1999. He was also the first Chairman and Managing Director of APTRANSCO. He also worked as Joint Secretary, Ministry of Power, and Government of India from 2002 to 2007 wherein he has handled policy and other issues relating to hydro power, transmission and IPPS.

Please refer Corporate Governance report of the annual report 2015-16 for the details of shareholding in the Company, relationship with other Directors / Key Managerial personnel.

The names of Companies and Committees in which Mr. Anil Kumar Kutty is a Director/Member are available for inspection at the registered office of the Company during business hours.

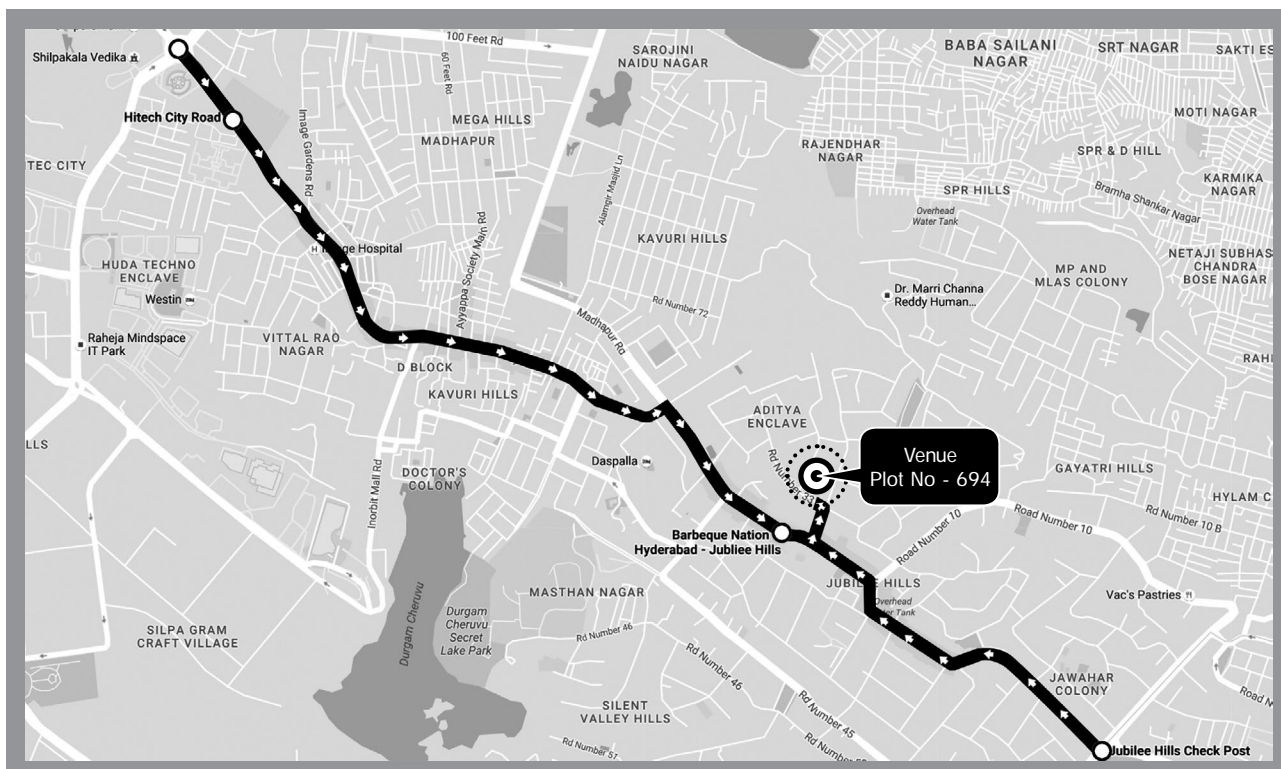
Item No. 4: Ms. Savita Jyoti

Ms. Savita Jyoti, is a graduate in Commerce from Osmania University, Hyderabad, India and Senior Fellow Member (FCS) of the Institute of Company Secretaries of India (ICSI) having over two and a half decade of varied experience in the company secretarial work. She is the Practicing Member of ICSI since 1991 and she is serving various Corporates, Banks and Financial Institutions as a Practicing Company Secretary in the areas of Corporate Consultancy and Advisory Services.

Ms. Savita Jyoti is not holding any shares in the Company nor related to other Directors of the Company.

The names of Companies and Committees in which Ms. Savita Jyoti is a Director/Member are available for inspection at the registered office of the Company during business hours.

Route Map to the AGM Venue



**KSK ENERGY VENTURES LIMITED**

CIN: L45204AP2001PLC057199

Registered Office: 8-2-293/82/A/431/A, Road No.22, Jubilee Hills, Hyderabad-500033, Telangana, India, Tel: 040 - 2355 9922-25 Fax: 040-2355 9930; E-mail: investors@ksk.co.in; Website: www.ksk.co.in

ATTENDANCE SLIP

I/we, hereby record my/our presence at the 16th Annual General Meeting of the Company held on Saturday, 24th September, 2016 at 11.00 AM at Plot No. 694, Road No. 33, Jubilee Hills, Hyderabad - 500033 and at every adjournment thereof.

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

Notes :

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

**KSK ENERGY VENTURES LIMITED**

CIN: L45204AP2001PLC057199

Registered Office: 8-2-293/82/A/431/A, Road No.22, Jubilee Hills, Hyderabad-500033, Telangana, India, Tel: 040 - 2355 9922-25 Fax: 040-2355 9930; E-mail: investors@ksk.co.in; Website: www.ksk.co.in

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s)

Registered address:

E-mail id:

Folio No./Client ID: DP ID:

No. of Shares held:

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

1. Name:

Address:

E-mail Id: Signature:, or failing him

2. Name:

Address:

E-mail Id: Signature:, or failing him

3. Name:

Address:

E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company to be held on Saturday, 24th September, 2016 at 11.00 AM. at Plot No. 694, Road No. 33, Jubilee Hills, Hyderabad-500 033 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolutions	For	Against	Abstain
1. Adoption of (a) audited financial statements of the company, (b) audited consolidated financial statements for the Financial Year ended 31 st March, 2016 and the Reports of the Directors and Auditors thereon			
2. Re-appointment of Mr. Anil Kumar Kutty, Director who retires by rotation			
3. Ratification of the appointment of Statutory Auditors and Fixation of their remuneration			
4. Appointment of Ms. Savita Jyoti as Director			
5. Service of documents on members			
6. Approval for issue of Securities			
7. Approval for disposal of shares held in Subsidiaries/assets held by Subsidiaries			
8. Approval for Related Party Transactions			

Signed this _____ day of _____ 2016

Signature of Shareholder _____

Signature of Proxy holder(s) _____



Please put a '✓' in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of Shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

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