

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty First Annual General Meeting of the members of BKV Industries Limited. 'and reduced' will be held on Saturday the 13th September, 2014 at 03.30 P.M at Bommidala Cold Complex, By-pass Road, Lalpuram, Guntur - 522 017 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Statement of Profit and Loss for the financial year ended 31st March, 2014 and the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors there on.
2. To appoint a Director in place of Smt. Bommidala Anitha (DIN 00112766) who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s Garlapati & Co, Chartered Accountants (Firm Regn.No:000892S) as auditors to hold office from conclusion of this meeting until the conclusion of the next Annual General Meeting of the company and to fix remuneration and out of pocket expenses.

Special Business:

4. To re-appoint, Sri Bommidala Ramakrishna (Din 00105030), as Managing Director and in this regard to consider and, if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sec 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof as amended upto date the consent of the Company be and is hereby accorded to the re-appointment of Sri Bommidala Rama Krishna (DIN 00105030) , as Managing Director of the company, for a period of five years with effect from 10th March, 2014 on the terms and conditions contained in an agreement, a draft copy of which is laid on the table and for the purpose of identification initialed by the Chairman hereof ."

RESOLVED FURTHER that the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution".

5. To appoint Sri Nellore Dolendra Prasad (DIN 01816366), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sec 149 , 152 and other applicable provisions, if any of the Companies Act,2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Sri Nellore Dolendra Prasad (DIN 01816366), a non executive Director of the company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent Director of the company to hold office for a peiod of three consequent years for a term up to the conclusion of the 24th Annual General Meeting of the company in the calendar year 2017".

6. To appoint Sri Tunuguntla Rama Krishna (DIN 02324865), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sec 149 , 152 and other applicable provisions, if any of the Companies Act,2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Sri Tunuguntla Rama Krishna (DIN 02324865), a non executive Director of the company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent Director of the company to hold office for a peiod of three consequent years for a term up to the conclusion of the 24th Annual General Meeting of the company in the calendar year 2017".

7. To adopt new Memorandum of Association of the company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sec 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or the enactments there of, for the time being in force), the Other Objects, needs to be deleted from the Memorandum of Association. However, the consent of the members by way of Special Resolution was accorded to the commencement of new business(s) in the earlier years on 29-9-1995, 29-9-1997 and 27-9-2002, by the company as given under the head "OTHER OBJECTS", which needs to be inserted under "Main Objects" as additional Clause(s) after the Clause No 7.

Clause No 8:

To carry on business in Real Estate, to purchase, take on lease or in change or in exchange or otherwise acquire ny lands, agriculture of non-agricultural houses, buildings and hereditaments and to acquire by purchase, exchange or otherwise whether immediate or reversionary and whether vested or contingent any other lands tenements and hereditaments of any term whether subject or not to any charges or encumbrances and to hold or to sell, let, alienate, mortgage, charge of otherwise deal with all or any of such lands, tenements or hereditaments.

Clause No .9

To carry on business of Hotel, Restaurant, Café, Yavern, Motel, Milk and Snack Bars, Proprietors, Holiday Camy, Tourist Cateres, Beer House, Refreshment Room and Lodging House, Proprietors and Keepers Victuallers, Wine, Beer and Spirit and Alcohol Merchants, Breweries, Distillers.

Clause No 10:

To purchase, cultivate, plant, tree to refine, purify, manipulate, subject to any process of manufacture or render marketable whether on account of the Company or otherwise Tobacco, Cotton or produce of all varieties of tobacco or cotton.

Clause No 11:

To survey, exploit and turn to account or otherwise deal in agricultural and garden produce, fruits, vegetables, forest resources, timber and generally to expand, improve and develop through preservation, canning or conversion of food, fruit and vegetable industry in the country and to manufacture in commercial scale all kinds of foods, fruits, vegetables.

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

8. To adopt new Articles of Association of the company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulation in the existing Articles of Association of the Company:

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

9. Voluntary Delisting of the Company's Equity Shares from Stock Exchanges at Chennai, Kolkata & Delhi:

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

"RESOLVED THAT subject to the applicable provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956 and the rules framed there under, Listing Agreements, Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter) and all other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution), consent is hereby accorded to the Board to delist the Company's Equity shares from the following stock exchanges viz. Madras Stock Exchange Ltd., at Chennai, The Calcutta Stock Exchange Ltd., at Kolkata and The Delhi Stock Exchange Ltd., at New Delhi."

Place: Guntur

Date: 6th August, 2014

By order of the Board of Director
for **BKV Industries Limited,**

BOMMIDALA RAMAKRISHNA
Managing Director.