

NOTICE OF TWENTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of BKV Industries Limited. "and reduced" will be held on Wednesday, the 6th September, 2017 at 03.30 P.M. at Bommidala Cold Complex, By-pass Road, Lalpura, Guntur - 522 017 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31st March, 2017 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 consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), M/s. Kurapati Subba Rao & Co., Chartered Accountants (Registration No.001618S), be and are hereby appointed as Auditors of the Company, in place of M/s. Garlapati & Co., Chartered Accountants (Registration No:000892S) whose tenure expires at the Twenty Fourth Annual General Meeting, to hold office for a period of five years, from the conclusion of this meeting until the conclusion of 29th Annual General Meeting of the Company in the Calendar Year 2022, and that their remuneration be fixed by the Audit Committee in addition to the reimbursement of service tax and actual out of pocket expenses incurred in connection with the audit of accounts of the Company for the financial year ending 31st March, 2018 and thereafter each year from time to time."

RESOLVED FURTHER THAT M/S. Kurapati Subba Rao & Co., Chartered Accountants, if appointed shall hold the office for a period of five years, from the conclusion of the Twenty Fourth Annual General Meeting till the conclusion of the Twenty Ninth Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting held after the Twenty Fourth Annual General Meeting, and Audit Committee/ Board of Directors of the Company, be and are hereby authorised to do all such act, deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution."

Special Business

4. To re-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 a SPECIAL RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sec. 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI(LODR) Regulation 2015, Sri Nellore Dolendra Prasad (DIN 01816366), who was appointed as an Independent Director of the company for a term up to ensuing Annual General Meeting by the shareholders, and in respect of whom the company, has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the company, be and is hereby re-appointed as an Independent Director of the company to hold office for a period of Five consequent years with effect from 6th September 2017 to 5th September 2022.
5. 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 a SPECIAL RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sec 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI(LODR) Regulation 2015, Sri Tunuguntla Rama Krishna (DIN 02324865), who was appointed as an Independent Director of the company for a term up to ensuing Annual General Meeting by the shareholders, and in respect of whom the company, has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the company, be and is hereby re-appointed as an Independent Director of the company to hold office for a period of Five consequent years with effect from 6th September 2017 to 5th September 2022.

For and on behalf of the Board
BKV Industries Limited.

BOMMIDALA RAMA KRISHNA
Managing Director
DIN:00105030

Place: Guntur
Date:29.05.2017