

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the members of BKV INDUSTRIES LIMITED will be held on Saturday, September 26, 2020 at 03.30 P.M. IST ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to seek the consent of the shareholders of the Company ("Members"), on the agenda herein below through remote electronic voting ("E-voting").

In view of the pandemic situation of novel strain of corona virus ("COVID-19") and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of the MCA Circulars and pursuant to applicable provisions of the Companies Act and rules made there under. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2020 and 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.

Special Business:

3. Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to renew the lease of Aqua Farm at Iskapally, Pottisreeramulu Nellore District, Andhra Pradesh with effect from 1st July 2020 to 30th June 2027 in such form, manner and time as the Board may deem fit, with a lease rent as may be decided by the board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

4. Payment of Remuneration to Shri Bommidala Ramakrishna, Managing Director: and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a Ordinary Resolution:

"RESOLVED THAT in modification to the earlier resolutions passed in this regard and as per recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Sections 197

and 198 read with the Schedule V and other applicable provisions, if any of the companies Act 2013 (here in after referred to as "the said Act") (including any statutory modification(s), enactment(s) or re-enactments thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the central government, if any, approval of the members, be and is hereby accorded for payment of Remuneration up to Rs. 36,00,000 (Rupees Thirty six lacs only) per annum be decided by the board from time to time based on recommendations of the Nomination and Remuneration Committee to Shri Bommidala Rama Krishna (DIN 00105030), Managing Director of the Company as may, resulting in revision of remuneration payable with effect from 1st October 2020, for his remaining tenure with the existing terms and conditions for his appointment and others remaining unaltered.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable for the purpose of giving effect to this resolution"

For and on behalf of Board of directors of
For BKV Industries Limited

BOMMIDALA RAMA KRISHNA

Place: Guntur

Managing Director

Date: 27.06.2020

DIN: 00105030

NOTES:

1. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 21st September, 2020 to Saturday, 26th September, 2020 (both days inclusive), for annual closing (for Annual General Meeting).
2. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated 15th June, 2020 read with Circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM. Therefore, the Meeting will be organized without the presence of Members and their proxies at meeting venue. Members can attend and participate in AGM through VC / OAVM.
3. In compliance with the provisions of the Companies Act, 2013 (the "Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and the MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. The **Explanatory Statement** pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
5. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 28th August 2020.

6. The Board of Directors of the Company (the "Board", which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time) has appointed Mr. K.Srinivasa Rao (Membership No. F5599), Partner of M/s. K.Srinivasa Rao & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.

8. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ksrao21@gmail.com with a copy marked to einward.ris@kfintech.com

9. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

10. Since the AGM will be held through VC/OAVM, the route map is not annexed to this AGM Notice.

11. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Private Limited ("KFinTech") (formerly known as "Karvy Fintech Private Limited") having their office at Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, AGM Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ KFinTech/ Depositories. Members may note that the AGM Notice will also be available on the Company's website www.bkvindustries.in website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com/respectively and on the website KFinTech of <https://evoting.kfintech.com> For any communication, the Members may also send a request to the Company's email : bkvind@bommidala.co.in. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a Member using remote e-voting system will be provided by KFin Technologies Private Limited.

AGM through VC/OAVM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by the Company. Members can join the AGM 15 minutes before and after the scheduled time of commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis, in accordance with the MCA Circulars.

12. Instructions for Members for attending the AGM through VC/OAVM are as under:

i. Attending the AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by the Company.

Members are requested to visit: <http://bkvind.makvel.in> and click on the "e-AGM Video Conference & Streaming" to join the Meeting.

ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

iii. Members who need assistance before or during the AGM may contact Mr. Bhanu Kumar, CFO – at Tel: +0863-2355108 or send an email request at the email id: bkvind@bommidala.co.in or evoting@kfintech.com.

13. Procedure for Remote E-voting In compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and provisions of Regulation 44 of the Listing Regulations, the MCA Circulars and the circulars issued by the SEBI, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies (P) Limited, on the Resolution set forth in this AGM Notice, through remote e-voting.

i. The remote e-voting facility will be available during the following period: Day, date and time of Commencement of remote e-voting From: Wednesday, 23rd September, 2020 at 10:00 A.M. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed To: Friday, 25th September, 2020 at 5:00 P.M.

ii. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of the aforesaid period.

iii. Details of Website: <https://evoting.kfintech.com> Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

iv. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 19th September, 2020. Any person who acquires Equity Shares and becomes a Member after 19th September, 2020 and holds shares as on the cut-off date, i.e. 18th September, 2020, may obtain the User ID and Password in the manner as mentioned below:

a. If email 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.

b. Member may call KFinTech's Toll free number 1800-345-4001.

c. Member may send an email request to einward.ris@kfintech.com However, KFinTech shall endeavor to send User ID and Password to those new Members whose email ID's are available.

vi) Details of person(s) to be contacted for issues relating to e-voting: N. Shyam Kumar Manager – RIS, KFin Technologies Private Limited Unit: BKV Industries Limited, Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. Tel. No.: +91 40 6716 2222; Toll Free No.: 1800-345-4001; Fax No.: +91 40 2300 1153/ 2342 0814. E-mail: einward.ris@kfintech.com

vii. The instructions for remote e-voting are as under:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT for BKV Industries Limited.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 18th September, 2020 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cutoff date. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- i. Voting has to be done for each item of the AGM Notice separately.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).

Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, 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 ID at ksrao21@gmail.com with a copy to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO". In case of any query pertaining to e-voting, please visit Help & FAQs section and e-voting User Manual available at the download section of KFintech's website <https://evoting.karvy.com> or at evoting@kfintech.com or call Toll free No. 1800-345-4001, for any further clarifications.

14. Instructions for Members for Voting during the AGM:

As per the MCA circulars on conducting of AGM through VC/OAVM the voting at AGM may conducted through poll by using e voting system provided by the Company or show of hands. The shareholders may cast their votes by using e voting system provided by the Company on resolutions set out in the notice up on mentioning their details i.e. Name, PAN and no.of shares held at the e voting page provided by the Company, visit. <http://bkvind.makvel.in>

As per the provisions of the Companies Act, If the voting at AGM through VC/OAVM conducted by way of show of hands as may be decided by the Chairman the each shareholder can cast one vote irrespective of their share holding.

15. Procedure for registering the email addresses and obtaining the AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with KFintech (in case of Members holding shares in physical form):

i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
- b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at the email ID: einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.

ii. To facilitate Members to receive this AGM Notice electronically and cast their vote electronically, the Company has made special arrangements with KFintech for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their email address to the Company or KFintech are required to provide their email address to KFintech, on or before 5:00 p.m. (IST) on 18th September, 2020. Process to be followed for Registration of E-mail address with KFintech for receiving the AGM Notice and login ID and password for e-voting is as under:

- i. Visit the link: <https://ris.kfintech.com/email registration/>
- ii. Select the Company name: BKV INDUSTRIES LIMITED.
- iii. Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
- iv. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for update.
- v. Enter your email address and mobile number.
- vi. The system will then confirm the email address for receiving this AGM Notice. B. The process for registration of email address with the Company for receiving the AGM Notice and login ID and password for e-voting is as under: Members are requested to visit the website of the RTA <https://evoting.kfintech.com> for email registration and click on "Click here for temporary registration of email-id of Members for AGM 2020" and follow the process as mentioned on the landing page to receive the AGM Notice and Voting Instructions.

- i. After successful submission of the email address, KFinTech will email a copy of this AGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFinTech.
- ii. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFinTech to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

16. Submission of Questions / Queries prior to AGM:

a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company Secretary on the Company's investor email-id: bkvind@bommidala.co.in at least 3 (three) days before the date of the AGM so as to enable the Management to keep the information ready. Please note that, Members' questions will be answered only if they hold the shares as on the cut-off date i.e. 18th September, 2020.

b. Alternatively, Members holding shares as on the cutoff date may also visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be closed 72 hours before the time fixed for the AGM.

17. Speaker Registration before AGM:

a. In addition to the above, the speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to Contact. Mr. K.Bhanu Kumar, Phone No: 9848620957 and email. bkvind@bommidala.co.in. Members shall be provided with a "queue number" before the AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session.

b. Members will be provided with the facility to attend the AGM through VC/OAVM through may access at <https://bkvind.makvel.in> by clicking "e-AGM Video Conference & Streaming" and join the Meeting by using the remote e-voting credentials.

18. General Instructions/Information for Members for voting on the Resolution at the AGM:

a. Members who are present at the AGM through VC/ OAVM facility and have not cast their votes on the Resolution through remote e-voting may cast their votes during the AGM through the e-voting system provided by KFinTech during the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however, these Members are not entitled to cast their vote again in the Meeting.

b. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date i.e. 18th September, 2020. Members are eligible to cast their vote either through remote e-voting or in the AGM, only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this AGM Notice for information purposes only.

c. The Scrutinizer after scrutinizing the votes through remote e-voting and e-votes cast at the Meeting will, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any and submit the same forthwith to the Chairman or a person duly authorized by the Chairman who shall counter sign the same and declare the results of the voting. The results declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company on or before 28th September, 2020

immediately after the results are declared and will simultaneously be forwarded to BSE Limited, where the Equity Shares are listed.

d. The Resolution shall be deemed to be passed on the date of the Meeting, i.e. 26th September, 2020, subject to receipt of the requisite number of votes in favour of the Resolution.

19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to bkvind@bommidala.co.in. The same will be replied by the Company suitably.

20. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent M/s KFin Technologies Private Limited for assistance in this regard.

21. Additional Information with respect to Item No. 2 if this Notice, under regulation 36(3) of SEBI (LODR) Regulations regarding re-appointment of Director: Smt. BommidalaAnitha (DIN 00112766) retires by rotation as Non-Executive Director of the Company.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Additional information of Smt. BommidalaAnitha pursuant to SEBI (LODR) Regulations, 2015 and Listing Agreement executed with Stock Exchanges is given below:

Brief resume: Smt. BommidalaAnitha W/o Bommidala Rama Krishna, aged 51 years resident of Guntur and she is a Law Graduate and underwent training in Personnel Management.

Nature of Expertise: She has rich experience and knowledge in areas like, legal, banking and HR related activities. Her knowledge of legal aspects will be considerable assistance to the management in complying with various Government and Other Rules, Procedures and Regulations. Relationship between Directors: Smt. BommidalaAnitha is wife of Bommidala Rama Krishna, Managing Director of the company.

Membership in Other Listed Entity Board's: Smt. BommidalaAnitha is not a Director in the Board of any other listed Company. **Shareholding:** She is having shareholding of 2.63%. Other Information: She is Chairperson of Share Transfer

The following explanatory statement sets out all material facts relating to Item No.3 & 4 of Notice in accordance with Section 102 of the Companies Act, 2013:

Item No:3

The company had been in the livestock business, for more than a decade and considerable amount was lost in the operations, due to virus. Initially to take care of the maintenance of the farm and to meet the statutory compliances costs, the Board had decided to give the shrimp farm on lease and over a period of time, the Lessee's had maintained and improved the operating conditions of the farm. The lease agreement period entered with CPF (India) Private Limited, is expired on 30th June 20, after a lease period of seven years.

Keeping in view of the Company's existing and future financial requirements to support its business operations, it is proposed to renew the lease agreement to lease shrimp farms of the Company situated at Iskapalli village, Nellore District, Andhra Pradesh for a period of seven years.

The minutes of the Board Meeting approving the renewal of lease is available for member's inspection during the business hours of the Company.

Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. Accordingly, the Company is desirous of obtaining the shareholders consent for leasing of the Company's immovable property i.e aqua farm at Iskapalli.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution

The Board recommends these resolution for the approval of the members as Special Resolutions.

Item no:4

Sri Bommidala Rama Krishna was re-appointed as the Managing Director of the Company for a further period of 5 years with effect from 10.03.2019 to 09.03. 2024 by members of the Company by way of ordinary resolution dated September 12, 2019.

The Company may have inadequate profits as per provisions of the Companies Act, 2013 to pay remuneration to Managing Director. The Company has been paying remuneration to Sri Bommidala Rama Krishna as per the ordinary resolution passed by shareholders at the annual general meeting of the company held on September 12, 2019.

It is expected that the revenue from the operations of the Company may be increased from the financial year 2020-2021, Sri Bommidala Rama Krishna, Managing Director of the company has been instrumental in the growth of the company. He has played a pivotal role in the company, with a view to recognition of Sri Bommidala Rama Krishna for his efforts, the Board of Directors of your company have considered the recommendation of the Remuneration committee of the Board, subject to your approval, to pay remuneration up to Rs. 36,00,000 per year to him.

Therefore, in terms of the provisions of the Companies Act, 2013, approval of members of the Company by way of an Ordinary resolution is sought for increase in payment of remuneration to Sri Bommidala Rama Krishna for his tenure from October 1, 2020 upto March, 9th, 2024. The other terms and conditions are not proposed to be amended.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company have accorded their approval on June 27, 2020 to seek approval of members in this matter.

None of the directors except Sri Bommidala Rama Krishna. Managing Director, and Mrs. Bommidala Anitha, Director (wife of Sri Bommidala Rama Krishna) is interested in passing of the resolution.

Your Board recommends passing of the resolution as set out in item no 4 of this Notice.

A summary on profile of Sri Bommidala Rama Krishna: Sri Bommidala Rama Krishna is a post graduate in business administration from Jackson State University, Mississippi, USA and had experience of more than 30 years in the fields of Tobacco, Shrimp Culture, Hospitality Services and Merchandise goods Industries with wide business contacts and administrative capabilities. The Board believes that Sri Bommidala Rama Krishna by using his vast experience, expertise and knowledge would turn the Company into a profitable one.

Details of the Directors seeking variation in terms of remuneration required under Secretarial Standard - 2 on General Meetings

Name of Director	Bommidala Rama Krishna.
Designation	Managing Director
DIN	00105030
Date of Appointment	13.02.1993
Date of Re-appointment	09.03.2019
Date of Birth (Age)	27.02.1962
Brief Resume	Sri Bommidala Rama Krishna is a post graduate in business administration from Jackson State University, Mississippi, USA and had experience of more than 30 years in the fields of Tobacco, Shrimp Culture, Hospitality Services and Merchandise goods Industries with wide business contracts and administrative capabilities
Expertise in specific functional area	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies in Policy Making, Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation, Marketing.
Qualifications	Post graduate in business administration from Jackson State University, Mississippi, USA
Remuneration last drawn	Rs. 6,00,000/ per annum
Number of meetings of the Board attended during the financial year 2019-20	4 (Four)
Directorship held in other Listed Companies	Nil
Committee position held in other Companies	Nil
Relationship with other Directors	He is a husband of Mrs Bommidala Anitha, Director of the company
No. of equity shares held in the Company	98,66,821 shares

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013

1. General Information:

Nature of Industry	Prawn Culture
Date or expected date of commencement of commercial production	Existing Company
Financial performance based on given indicators	Revenue from Operations: Lease Net Profit / (Loss): Rs. (12.26) Lakhs
Foreign investments or collaborations, if any	Nil
Reasons of loss or inadequate profits	Adverse market conditions for aqua industry
Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.
Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

2. Information about the appointee:

Background details	Given above
Past remuneration	Rs.6,00,000/ per annum
Recognition or awards	Nil
Job profile and his suitability	Given above
Remuneration proposed	Rs.36,00,000/ per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the Country of his origin)	The remuneration as proposed of Sri Bommidala Ramakrishna is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company .
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration and unsecured loan(s) provided to the company, he does not have any pecuniary relationship with company.

For and on behalf of Board of directors of
For BKV Industries Limited

BOMMIDALA RAMA KRISHNA

Managing Director

DIN: 00105030

Place: Guntur

Date: 27.06.2020

BKV INDUSTRIES LIMITED

27th

ANNUAL REPORT

2019 - 2020



BOARD OF DIRECTORS

Sri Bommidala Rama Krishna Managing Director	Member: Stakeholders Relationship Committee, Share Transfer Committee
Smt. Bommidala Anitha Non Executive Director	Chairperson: Stakeholders Relationship Committee, Share Transfer Committee, Risk Management Committee Member: Audit Committee Nomination & Remuneration Committee
Sri Nellore Dolendra Prasad Non Executive - Independent Director	Chairman: Nomination & Remuneration Committee Member: Audit Committee
Sri Tunuguntla Rama Krishna Non Executive - Independent Director	Chairman : Audit Committee Member: Nomination & Remuneration Committee, Risk Management Committee Stakeholders Relationship Committee Share Transfer Committee
Mr. B. Virat Vishnu	Company Secretary & Compliance Officer
Mr. K. Bhanu Kumar	Chief Financial Officer

Registered Office: "Bommidala House", # 5-87-15/A, Lakshmipuram Main Road, Guntur - 522 007. Phone: +91-863-2355108 Fax: + 91-863-2358453 CIN : L05005AP1993PLC015304 E mail: bkvind@bommidala.co.in Website: bkvindustries.in	Bankers: Andhra Bank, 150 - Guntur Main, Near Gowri Shankar Theatre, Kothapet, Guntur - 522 001.
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Stock Exchanges:

BSE Limited, (Formerly Bombay Stock Exchange Ltd.), Registered Office: Floor 25, PJ Towers, Dalal Street, Mumbai - 400 001.	The Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata - 700 001.
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Statutory Auditors:
Internal Auditors:

M/s. Kurapati Subba Rao & Co., Chartered Accountants, # 7-5-33, Opp. Lane to Gayathri Temple, 1st Floor, Near Kalaniketan Mangamur Road, Ongole - 523 002.	M/s. Jonnalagadda & Associates, Chartered Accountants, New No:104 (Old No:54), Thiruvalluvarpuram, II Street, Choolaimedu, Chennai - 600 094.
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Secretarial Auditors:
Registers & Share Transfer Agents:

M/s. K. Srinivasa Rao & Co., Company Secretaries, # 6-13-14A, 13/3, Arundelpet, Guntur - 522 002.	M/s. KFin Technologies (P) Limited, Karvy Selenium Tower B, Plot No: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.
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NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the members of BKV INDUSTRIES LIMITED will be held on Saturday, September 26, 2020 at 03.30 P.M. IST ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to seek the consent of the shareholders of the Company ("Members"), on the agenda herein below through remote electronic voting ("E-voting").

In view of the pandemic situation of novel strain of corona virus ("COVID-19") and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of the MCA Circulars and pursuant to applicable provisions of the Companies Act and rules made there under. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2020 and 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.

Special Business:

3. Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to renew the lease of Aqua Farm at Iskapally, Pottisreeramulu Nellore District, Andhra Pradesh with effect from 1st July 2020 to 30th June 2027 in such form, manner and time as the Board may deem fit, with a lease rent as may be decided by the board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

4. Payment of Remuneration to Shri Bommidala Ramakrishna, Managing Director: and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a Ordinary Resolution:

"RESOLVED THAT in modification to the earlier resolutions passed in this regard and as per recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Sections 197

and 198 read with the Schedule V and other applicable provisions, if any of the companies Act 2013 (here in after referred to as "the said Act") (including any statutory modification(s), enactment(s) or re-enactments thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the central government, if any, approval of the members, be and is hereby accorded for payment of Remuneration up to Rs. 36,00,000 (Rupees Thirty six lacs only) per annum be decided by the board from time to time based on recommendations of the Nomination and Remuneration Committee to Shri Bommidala Rama Krishna (DIN 00105030), Managing Director of the Company as may, resulting in revision of remuneration payable with effect from 1st October 2020, for his remaining tenure with the existing terms and conditions for his appointment and others remaining unaltered.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable for the purpose of giving effect to this resolution"

For and on behalf of Board of directors of
For BKV Industries Limited

BOMMIDALA RAMA KRISHNA

Place: Guntur

Managing Director

Date: 27.06.2020

DIN: 00105030

NOTES:

1. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 21st September, 2020 to Saturday, 26th September, 2020 (both days inclusive), for annual closing (for Annual General Meeting).
2. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated 15th June, 2020 read with Circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM. Therefore, the Meeting will be organized without the presence of Members and their proxies at meeting venue. Members can attend and participate in AGM through VC / OAVM.
3. In compliance with the provisions of the Companies Act, 2013 (the "Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and the MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. The **Explanatory Statement** pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
5. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 28th August 2020.