

NOTICE

NOTICE is hereby given that the Thirty-Fourth Annual General Meeting of the Members of Kintech Renewables Limited (CIN: L40105GJ1985PLC013254) will be held on **Tuesday, the 24th day of September, 2019** at 11:00 A.M. at Kintech House, 8, Shivalik Plaza, Opp. AMA, IIM Road, Ahmedabad – 380 015, Gujarat, to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of the Financial Statements.

To receive, consider, approve and adopt:

The Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2019, together with the Reports of Directors and Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2019 together with the Reports of Auditors thereon.

2. Declaration of Dividend.

To declare a dividend of Rs. 1/- (One rupee only) (10% per Equity Share of face value of Rs. 10/- (Ten rupees only) each for the Financial Year ended 31st March, 2019 and same be paid as recommended by the Board of Directors of the Company.

3. Re-Appointment of Director retiring by rotation.

To appoint a Director in place of Mr. Ambalal Chimanlal Patel (DIN 00385601) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Manoj Kumar Jain (DIN 00015026) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee, Mr. Manoj Kumar Jain (DIN: 00015026), who was appointed as an Independent Director and who holds the office as an Independent Director till the conclusion of this Annual General Meeting by the shareholders and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Directors of the Company commencing from the date of conclusion of this Annual General Meeting till the conclusion of Thirty-Ninth ensuing Annual General Meeting of the company;

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors or Company Secretary be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient.”

5. Re-appointment of Mrs. Rashmi Kamlesh Otavani (DIN 06976600) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee, Mrs. Rashmi Kamlesh Otavani (DIN 06976600), who was appointed as an Independent Director and who holds the office as an Independent Director till the conclusion of this Annual General Meeting by the shareholders and in respect of whom the Company has received

a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Directors of the Company commencing from the date of conclusion of this Annual General Meeting till the conclusion of Thirty-Ninth ensuing Annual General Meeting of the company;

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors or Company Secretary be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient."

Registered Office:

Kintech House, 8, Shivalik Plaza,
Opp. AMA, IIM Road,
Ahmedabad – 380 015

Date: 12th August, 2019

Place: Ahmedabad

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR KINTECH RENEWABLES LIMITED**

PROOF

**HARSHAL GANDHI
COMPANY SECRETARY**

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/herself and proxy need not be a member of the Company. The instrument appointing the proxy must be deposited at the Registered Office of the Company not later than 48 (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 (10%) 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. The holder of proxy shall prove his identity at the time of attending the Meeting.
2. Every member entitled to vote at a meeting of the company, or on above resolutions to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three (3) days notice in writing is given to the company.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
4. Mr. Ambalal Patel (DIN 00385601), Director is interested in the Ordinary Resolution as set out at the Item No. 3 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / his relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 3 of the Notice. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of the Directors seeking appointment / re-appointment at the AGM are provided in **Annexure A** hereto.
5. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business under Item No.4 & 5 to be transacted at the Annual General Meeting is annexed hereto.
6. A route map and details of prominent landmark giving directions to reach the venue of the 34th Annual General Meeting is given at the end of the Notice.
7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013.

8. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 17th September, 2019 to Tuesday, 24th September, 2019** (both days inclusive).
9. The relevant details of the Directors seeking re-appointment/ appointment at 34th Annual General Meeting pursuant to Regulation 36 (3) and regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) which is issued by Institute of Company Secretaries of India relating to the special business under item No. 4 & 5 is annexed as **Annexure A** hereto and forms part of this Notice.
10. At the 32nd Annual General Meeting of the Company held on September 20, 2017, the members approved appointment of M/s. DJNV & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 115145W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 37th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act 2013.

Vide notification No.S.O. 1833 (E) dated May 7, 2018, the Ministry of Corporate Affairs, New Delhi has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 34th Annual General Meeting.
11. Members/Proxies are requested to bring their attendance slip duly filled and signed will be permitted for attending the meeting. Members should bring their copy of the Annual Report to the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-Members from attending the Meeting.
12. Members, who hold shares in Physical / Dematerialized Form, are requested to bring their Folio No./ Depository Account Number and Client ID Number for identification.
13. Members seeking any information with regard to accounts of the Company are requested to write to Company at its Registered Office, so as to reach at least 10 days before the date of Meeting to enable Management to keep information ready.
14. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays and public holidays between 11:00 a.m. to 2:00 p.m. up to the date of the Annual General Meeting.
15. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos., etc.
16. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Registrar & Share Transfer Agent of the Company, i.e. MCS Share Transfer Agent Limited by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
17. SEBI vide its circular dated 8th June, 2018 read with amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest, as it will not be possible to transfer shares held in physical mode. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest. For any help, the shareholders may contact Registrar & Share Transfer Agent of the Company, i.e. MCS Share Transfer Agent Limited, 1st Floor, Neelam Apartment, Above Chhapanbhog, 88, Sampatrao Colony, Alkapuri, Vadodara- 390007, Tel: (0265) 2314757, 2350490, Fax: (0265) 2341639, E-mail: mcsltbaroda@gmail.com, Website: www.mcsregistrars.com

18. The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. In this regard, we solicit your co-operation to update our databank. Members who have not registered so far, are requested to register their e-mail address, contact telephone number, PAN and Bank Account details, ECS Mandate Form in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate their e-mail address, telephone number, PAN and Bank Account details at mcsltdbaroda@gmail.com.
19. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. However, the Members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost.
20. As per the provision of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant. The above-mentioned forms are available at Company's website under the Other Download section at <http://kintechrenewables.com/other-information/>.
21. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
22. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company, for consolidation into a single folio.
23. In case of Joint-holding, the Voting poll paper Form must be completed and signed (as per specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named shareholder.
24. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the Meeting, will be paid within a period of 30 (thirty days) from the date of declaration, to those members whose names appear on the Register of Members as on **16th September, 2019 (Monday) i.e. record date** for the members who shall be eligible for dividend.
25. **VOTING THROUGH ELECTRONIC MEANS:-**
In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 2 of the Secretarial Standards on General Meetings the Company is pleased to provide the members the facility to exercise their right to vote at the 34th Annual General meeting (AGM) by electronic means and the business may be transacted through the E-Voting services provided by Central Depository Services (India) Limited (CDSL).

Section I: PROCEDURE AND INSTRUCTION OF E-VOTING:

- (i) The shareholders should log on to the E-Voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
(vii) PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN Kintech Renewables Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app – “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding E-Voting, you may refer the Frequently Asked Questions ("FAQs") and E-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

CONTACT DETAILS:**Name : Mr. Rakesh Dalvi****Designation : Manager**Address : 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound,
NM Joshi Marg, Lower Parel (E), Mumbai - 400 013.Email ID: helpdesk.evoting@cdslindia.com,

Toll-free No: 1800225533 (during working hours on all working days)

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- (i) A member may exercise his vote at any general meeting by electronic means and the business may be transacted through such voting. Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (ii) The facility for voting, either through electronic voting system or polling paper, as may be decided by Chairman of the meeting, shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote E-Voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote E-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iii) The E-Voting period commences on Friday, 20th September, 2019 at 9:00 A.M. and end on, Monday, 23rd September, 2019 at 5:00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on 17th September, 2019 (Tuesday) i.e. cut-off date, may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- (iv) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- (v) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.
- (vi) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote E-Voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.
- (vii) Mr. Rajesh Parekh, Practicing Company Secretary (Membership No.: ACS 8073) and failing him Mr. Sharvil Suthar, Practicing Company Secretary (Membership No.: ACS 44977), Partner, M/s. Suthar & Surti has been appointed as the Scrutinizer to scrutinize the voting and remote E-Voting process in a fair and transparent manner.
- (viii) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in employment of the Company and make, within three days from the conclusion of meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- (ix) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kintechrenewables.com and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchange, where Equity Shares of the Company are listed.
- (x) The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of requisite number of votes.
- (xi) 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 communication(s) regarding CDSL E-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

Member can opt for only one mode of voting i.e. either through e-voting or voting at the Annual General Meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail.

26. Electronic copy of Annual Report 2018-19 is being sent to all the members whose email-ID are registered with the Company/Depository Participant(s) for communication purposes unless any member has required for hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2018-19 is being sent in the permitted mode.

Members may also note that the notice of the 34th Annual General Meeting and Annual Report for 2018-19 will also be available on the company's website www.kintechrenewables.com, and on the website of CDSL for their download. The physical copies of the aforesaid documents will also be available at the registered office of the company during office hours on all working days between 12:00 p.m. to 2.00 p.m., except Sunday and public holidays.

27. 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. Tuesday, 17th September, 2019.**
28. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):-

Pursuant to sections 124 of the Companies Act, 2013 and other applicable provisions, if any, all unclaimed/unpaid dividend, for a period of seven years from the date, have been transferred to the IEPF established by the Central Government. Members who have not en-cashed their dividend warrant(s) for the financial year ended 31st March, 2012 or any subsequent financial year(s), are requested to lodge their claims with the Company or MCS Share Transfer Agent Limited. During the year 2018-19, the Company has transferred 7,930 equity shares of 94 shareholders to the demat account of IEPF Authority.

In accordance with the IEPF Rules, the Company has sent notice to all the Shareholders whose shares are due for transfer to the IEPF Authority and has also published notice in newspapers. Members are advised that once the unclaimed dividend is transferred to IEPF, no claims shall lie against the Company in respect thereof. The members thereafter need to claim their dividend from IEPF Authority by filing E-Form-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules and by following such procedures as prescribed in the IEPF Rules (as may be amended from time to time).

Registered Office:
Kintech House, 8, Shivalik Plaza,
Opp. AMA, IIM Road,
Ahmedabad – 380 015
Date: 12th August, 2019
Place: Ahmedabad

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR KINTECH RENEWABLES LIMITED**

**HARSHAL GANDHI
COMPANY SECRETARY**

PROOF

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

The following Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice of the Annual General Meeting:

ITEM NO. 4 & 5

Pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Mr. Manoj Kumar Jain and Mrs. Rashmi Kamlesh Otavani were appointed as an Independent Director (IDs) of the Company to hold office upto the conclusion of 34th Annual General Meeting.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, their continued association would be beneficial to the Company and it is desirable to continue to avail their services as IDs. Your Board considers that the Company will benefit from their valuable experience, knowledge and counsel.

Further, The Company pursuant to the provisions of Sections 160, 149, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof and based on recommendation of Nomination and Remuneration Committee, proposes to re-appoint **Mr. Manoj Kumar Jain (DIN 00015026) and Mrs. Rashmi Kamlesh Otavani (DIN 06976600)**, as Independent Directors of the company with effect from date of conclusion of this Annual General meeting till the conclusion of Thirty-Ninth ensuing Annual General Meeting of the company and whose office shall not, henceforth, be liable to retire by rotation. Further, the Company has received a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act and under regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of re-appointment of the above Directors and draft letters of re-appointment of Mr. Manoj Kumar Jain and Mrs. Rashmi Kamlesh Otavani shall be open for inspection in physical or electronic form by the Members at the Registered Office of the Company during normal business hours on any working day as well as during the AGM at the venue thereof and also available on company's website www.kintechrenewables.com.

The Company has received notices in writing from members under Section 160 of the Act proposing Mr. Manoj Kumar Jain and Mrs. Rashmi Kamlesh Otavani as candidatures for the office of IDs. A brief Profile and requisite details of IDs are provided in **Annexure A** to this Notice.

The resolution contained in item No. 4 & 5 of the accompanying Notice, seeks members' approval for re-appointment of IDs on the Board of the Company on the terms and conditions as specified in the draft letters of appointment.

Except Mr. Manoj Kumar Jain and Mrs. Rashmi Kamlesh Otavani, None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, financially or otherwise, in the Resolution at Item No. 4 & 5 of the accompanying Notice.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board commends these special resolutions for your approval.

Registered Office:

Kintech House, 8, Shivalik Plaza,
Opp. AMA, IIM Road,
Ahmedabad – 380 015

Date: 12th August, 2019

Place: Ahmedabad

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR KINTECH RENEWABLES LIMITED**

**HARSHAL GANDHI
COMPANY SECRETARY**

Annexure - A

PARTICULARS OF THE DIRECTOR/S RETIRING BY ROTATION /SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) AND 26(4) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS (“SS-2”) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

(A) A brief resume of Mr. Ambalal Patel, Director, being re-appointed through retire by rotation at the ensuing Annual General Meeting:

Name of the Director	Mr. Ambalal Chimanlal Patel
DIN	00385601
Age	57 Years
Date of Birth	03/06/1962
Date of Appointment	05/05/2015
Educational Qualification	Diploma in Electrical Engineering and Mechanical Engineering
Experience	More than 30 years of experience in the field of Electrical Engineering and Mechanical Engineering
Terms and Conditions of appointment or reappointment along with details of last remuneration sought to be paid	Mr. Ambalal Patel shall be liable to retire by rotation. He Shall not be paid any remuneration.
Nature of expertise in specific functional areas	Mr. Ambalal Chimanlal Patel is Diploma in Electrical Engineering and Mechanical Engineering. He is an Executive Director of the Company with Technical Skills and Specialization in Project development of the organization with his keen insight of the Wind industry. His outstanding contributions have earned him many accolades.
No. of Equity Shares held in the Company as on 31st March, 2019	3,74,010 Equity Shares of Rs. 10/- each (37.40%)
Relationship with other Directors, Manager and other Key Managerial Personnel	None of the other Directors, Manager or Key Managerial Personnel is related to Mr. Ambalal Patel
Name of the listed entities along with Other Companies in which he holds the directorship	Directorship in Listed Entities: NIL Directorship in other companies: KINTECH SYNERGY PRIVATE LIMITED KESAR PHARMA PRIVATE LIMITED DIVINE WINDFARM PRIVATE LIMITED KINTECH GLOBAL SERVICES PRIVATE LIMITED KINTECH SURAJBARI WINDPARK PRIVATE LIMITED KINTECH (GUJARAT) WINDPARK PRIVATE LIMITED KINTECH (RAJASTHAN) WINDPARK PRIVATE LIMITED RAJANA SOLARPARK PRIVATE LIMITED
Chairmanship/Membership of Committees of other Board	KINTECH SYNERGY PRIVATE LIMITED Corporate Social Responsibility Committee – Member

(B) A brief resume of Mr. Manoj Jain, Independent Director, being re-appointed at the ensuing Annual General Meeting:

Name of the Director	Mr. Manoj Kumar Jain
DIN	00015026
Age	52 years
Date of Birth	30/06/1967
Date of first Appointment on the Board	16/05/2015
Educational Qualification	M.Com, LL.B. and Member of The Institute of Company Secretaries of India (ICSI)
Experience	More than 25 years of experience in Company Law, SEBI Rules and Regulations and Stock Exchange matters
Terms and Conditions of appointment or re-appointment along with details of last remuneration sought to be paid	Based on the recommendation of Nomination and Remuneration Committee and subject the approval of shareholders at the ensuing Annual General Meeting, the Board of Directors of the Company has re-appointed Mr. Manoj Kumar Jain for the further term of five consecutive years on the Board of the Company with effect from the date of conclusion of ensuing Annual General Meeting till the conclusion of Thirty-Nineth ensuing Annual General Meeting of the company and whose office shall not, henceforth, be liable to retire by rotation and No remuneration is proposed to be paid to Mr. Manoj Kumar Jain from the company except sitting fees.
Nature of expertise in specific functional areas	Mr. Manoj Kumar Jain is M.Com, LL.B. and Member of The Institute of Company Secretaries of India (ICSI). He is qualified Company Secretary and having more than 25 years of experience in Company Law, SEBI Rules and Regulations and Stock Exchange matters, including experience in Investment Banking, and liaison with Banks & Financial Institutions, documentation relating to credit facilities and also worked with listed companies.
Number of meetings of the Board attended during the financial year (2018-19)	6 (Six)
No. of Equity Shares held in the Company as on 31st March, 2019	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Manoj Kumar Jain is not related to any of the Directors of the Company or Key Managerial Personnel of the Company.
Name of the listed entities along with Other Companies in which he holds the directorship	Directorship in Listed Entities: NIL Directorship in other companies: NIL
Chairmanship/Membership of Committees of other Board:	NIL

(C) A brief resume of Mrs. Rashmi Otavani, Independent Director, being re-appointed at the ensuing Annual General Meeting:

Name of the Director	Mrs. Rashmi Otavani
DIN	06976600
Age	39 years
Date of Birth	06/10/1980
Date of first Appointment on the Board	16/05/2015
Educational Qualification	B.Com and Member of The Institute of Company Secretaries of India (ICSI)
Experience	More than 8 years of experience in Company Law, Due Diligence, Legal Compliances and Drafting matters.
Terms and Conditions of appointment or re-appointment along with details of last remuneration sought to be paid	Based on the recommendation of Nomination and Remuneration Committee and subject the approval of shareholders at the ensuing Annual General Meeting, the Board of Directors of the Company has re-appointed Mrs. Rashmi Otavani for the further term of five consecutive years on the Board of the Company with effect from the date of conclusion of ensuing Annual General Meeting till the conclusion of Thirty-Ninth ensuing Annual General Meeting of the company and whose office shall not, henceforth, be liable to retire by rotation and No remuneration is proposed to be paid to Mrs. Rashmi Otavani from the company except sitting fees.
Nature of expertise in specific functional areas	Mrs. Rashmi Kamlesh Otavani is B.Com. and Member of The Institute of Company Secretaries of India (ICSI). She is having more than 5 years of experience of working as Whole Time Company Secretary with various Companies. She is experienced to perform a role as Independent Director in various companies.
Number of meetings of the Board attended during the financial year (2018-19)	6 (Six)
No. of Equity Shares held in the Company as on 31st March, 2019	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	Mrs. Rashmi Otavani is not related to any of the Directors of the Company or Key Managerial Personnel of the Company.
Name of the listed entities along with Other Companies in which he holds the directorship	Directorship in Listed Entities: DYNEMIC PRODUCTS LIMITED SHREE GANESH BIO-TECH (INDIA) LIMITED Directorship in other companies: DESTIN GLOBAL TRADECOM PRIVATE LIMITED STRATEGIC CAPITAL PARTNERS PRIVATE LIMITED
Chairmanship/Membership of Committees of other Board	DYNEMIC PRODUCTS LIMITED : Nomination & Remuneration Committee (Member) Stakeholders Relationship Committee (Member) Corporate Social Responsibility Committee (Member) SHREE GANESH BIO-TECH (INDIA) LIMITED: Nomination & Remuneration Committee (Member) Audit Committee (Member) Share Transfer and Grievances (Member)

Registered Office:
Kintech House, 8, Shivalik Plaza,
Opp. AMA, IIM Road,
Ahmedabad – 380 015
Date: 12th August, 2019
Place: Ahmedabad

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR KINTECH RENEWABLES LIMITED**

**HARSHAL GANDHI
COMPANY SECRETARY**

ROUTE MAP TO THE VENUE OF THE 34th ANNUAL GENERAL MEETING:

Venue of AGM : Kintech House, 8, Shivalik Plaza,
Opp. AMA, IIM Road,
Ahmedabad – 380 015, Gujarat

Land Mark : Ahmedabad Management Association (AMA)

