

NOTICE

NOTICE is hereby given that the Thirty-Fifth Annual General Meeting of the Members of **Kintech Renewables Limited** (CIN: L40105GJ1985PLC013254) will be held on **Monday, the 28th day of September, 2020 at 03:00 P.M.** through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of the Financial Statements.

To receive, consider, approve and adopt:

The Audited Financial Statements of the Company for the Financial year ended March 31, 2020, together with the Reports of Directors and Auditors thereon.

2. Confirmation of Interim Dividend as Final Dividend for the Financial Year 2019-20

To confirm the payment of Interim Dividend of Rs.1/- (One rupees only)(10%) per Equity Share of face value of Rs. 10/- (Ten rupees only) each already paid to the shareholders during the Financial Year ended 31st March, 2020 as Final Dividend.

3. Re-Appointment of Director retiring by rotation.

To appoint a Director in place of Mr. Jigar Jasavantlal Shah (DIN 00385460) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. JIGAR SHAH (DIN 00385460) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:-

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 196, 203, Schedule V and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, (including any statutory modification or re-enactment thereof) and Articles of Association of the Company and approval of the members be and is hereby accorded to re-appoint Mr. Jigar Shah (DIN 00385460), as Chairman & Managing Director of the Company on following terms and conditions:

1	Tenure	16 th May, 2020 to 15 th May, 2025
2	Remuneration	NIL
3	Other terms	1. He will not be entitled to any sitting fees for attending meetings of Board or Committees thereof. 2. He shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of the said re-appointment as it may deem fit;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable in order to give effect to the foregoing resolution”

5. APPROVAL UNDER SECTION 185 OF COMPANIES ACT, 2013:-

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

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, including any statutory modification(s) thereto or re-enactment(s) thereof, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby accorded to make any loan including any loan represented by a book debt and/or give any guarantee or provide any security in connection with any loan made or taken by Kintech Synergy Private Limited (“KSPL”) being an entity under the category of ‘a person in whom any of the director is interested as specified in the explanation to Sub section 2 of the said Section, up to an aggregate sum of Rs.10 Crores(Ten Crore Rupees Only at any point in time and in one or more tranches in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities;

RESOLVED FURTHER THAT the Board of Directors of the Company (or a Committee thereof constituted for this purpose) be and is hereby authorised 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 execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution;

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are is hereby severally authorized to file necessary forms with Registrar of Companies”

6. APPROVAL OF THE LIMITS FOR THE LOANS AND INVESTMENT BY THE COMPANY IN TERMS OF THE PROVISIONS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:-

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act including any modification or re-enactment thereof for the time being in force, and subject to such other approvals, consents, sanctions and permissions as may be necessary in that behalf, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), be and is hereby accorded to (i) give any loan to Kintech Synergy Private Limited (“KSPL”) being an entity in which any of the directors are interested or any other entity or body corporate in which any of the director of the Company is deemed to be interested or not ; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 10 Crores (Ten Crore Rupees Only) at any point in time and in one or more tranches over and above, the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company (or a Committee thereof constituted for this purpose) be and is hereby authorised 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 execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution;

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are is hereby severally authorized to file necessary forms with Registrar of Companies”

Registered Office:

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

Date: 05th August, 2020

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

**HARSHAL GANDHI
COMPANY SECRETARY**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 35th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per Note on **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM** and available at the Company's website www.kintechrenewables.com
2. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
3. Mr. Jigar Shah (DIN 00385460), Managing Director is interested in the Ordinary Resolution and Special Resolution as set out at the Item No. 3,4,5 & 6 of the AGM Notice. Mr. Ambalal Patel (DIN 00385601), Director is interested in the Special resolution as set out at the Item No. 4 & 5 of the said Notice. 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 and Special Business set out under Item No. 3,4,5 & 6 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.

4. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 read with regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting issued by institute of Company Secretaries of India, relating to the Special Business under Item No.4, 5 & 6 to be transacted at the Annual General Meeting is annexed hereto.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate members intending to authorise their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 22nd September, 2020 to Monday, the 28th September, 2020 (both days inclusive).**
7. 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.
8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode in terms of the MCA Circular dated May 5, 2020, upon E-mail request by any Member of your Company. Members seeking to inspect such documents can send the e-mail to cs@kintechrenewables.com
9. 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.
10. 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.

11. 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
12. 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 mcsltbaroda@gmail.com.
13. Members who have not yet registered their e-mail addresses and not updated their Bank Details are requested to follow the process mentioned below to receive the Notice of the AGM and the Annual Report 2019-20 electronically:
 1. For members holding shares in physical mode: Please provide necessary details like Folio No. Name of Shareholder and self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly by e-mail to cs@kintechrenewables.com or members can download the form by following below link and submitted with MCS Share Transfer Agent Limited (RTA of the Company).
<https://kintechrenewables.com/wp-content/uploads/2020/07/Updation-of-Information-Shareholders-KRL-Final.pdf>
 2. Members holding shares in demat mode can get their e-mail registered and Bank details updated by contacting their respective Depository Participants.
14. 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/>.

15. 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.

16. VOTING THROUGH ELECTRONIC MEANS:-

As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and and SEBI Circular No. EBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

18. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

20. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members of body corporates can attend the AGM through VC/OAVM and cast their votes through e-voting.

21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kintechrenewables.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- I. The voting period begins **Thursday, 24th September, 2020 at 9:00 A.M. and end on, Sunday, 27th September, 2020 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Monday, 21st September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on "Shareholders" module.
- V. 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- VI. Next enter the Image Verification as displayed and Click on Login.

- VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- VIII. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field of the email sent to them. • Members who have not registered their email address may obtain the sequence number from the Company after registering their email address as per the process defined in Note No. 13
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 (v).

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- XI. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for the **KINTECH RENEWABLES LIMITED** on which you choose to vote.
- XIII. 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.

- XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV. 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.
- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVIII. 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.
- XIX. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@kintechrenewables.com or mcsltbaroda@gmail.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@kintechrenewables.com or mcsltbaroda@gmail.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kintechrenewables.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kintechrenewables.com. These queries will be replied by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

XX. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@kintechrenewables.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

GENERAL GUIDELINES FOR MEMBERS

- (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) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

- (iii) 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.
- (iv) 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.
- (v) 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.
- (vi) 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.
- (vii) 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.
- (viii) The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of requisite number of votes.
- (ix) 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.

22. Electronic copy of Annual Report 2019-20 is being sent to all the members whose email-ID are registered with the Company/Depository Participant(s) for communication purposes.

23. 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. Monday, 21st September, 2020.**

24. 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 encashed their dividend warrant(s) for the financial year ended 31st March, 2013 or any subsequent financial year(s), are requested to lodge their claims with the Company or MCS Share Transfer Agent Limited. During the year 2019-20, the Company has transferred 800 equity shares of 10 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 web based 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,
Gujarat, India

Date: 05th August, 2020

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

**HARSHAL GANDHI
COMPANY SECRETARY**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

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

The current term of appointment of Mr. Jigar Shah as the Managing Director of the Company expired on 15th May, 2020. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Jigar Shah should be available to the Company for a further period of 5 (Five) years with effect from 16th May, 2020 to 15th May, 2025

The Company had, pursuant to the provisions of Sections 196, 203, Schedule V and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time along with the applicable provisions 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, re-appointed **Mr. Jigar Shah** (DIN 00385460), as Managing Director of the company with effect from 16th May, 2020 to 15th May, 2025, liable to retire by rotation and being eligible for re-appointment and has confirmed his eligibility and willingness to accept the office, without any remuneration. Further, **Mr. Jigar Shah** (DIN 00385460), shall not be entitled to any sitting fee for attending meetings of the Board and/or any Committee of Board and payment of remuneration to him during his tenure as mentioned above.

In compliance with the provisions of section 196, 203, read with Schedule V of the Act, the appointment of said director as Managing Director is now being placed before the Members for their approval. All the material documents referred to in the Notice and Explanatory Statement of the above Director shall be open for inspection in electronic form by the Members upto the date of the Annual General Meeting and during the AGM thereof. A brief profile and requisite details of Mr. Jigar Shah are provided in **Annexure A** to this Notice.

Except Mr. Jigar Shah, 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 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

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

The Board commends these special resolution for your approval.

ITEM NO. 5 & 6

In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions of the Section 185 of the Companies Act, 2013 ("the Act") provide that a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 or give any guarantee or provide any security in connection with any loan taken /to be taken by Kintech Synergy Private Limited ("KSPL"), being an entity under the category of 'a person in whom any of the director is interested as specified in the explanation to Sub section 2 of the said Section subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The provisions of Section 186 of the Companies Act, 2013 ("the Act") and the Companies (Meetings of Board and its Powers) Rules, 2014, inter alia, provide that no Company shall directly or indirectly

1. give any loan to any person or other body corporate ;
2. give any guarantee or provide security in connection with a loan to any other body corporate or person; and
3. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of the paid up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified under section 186 of the Act as aforesaid, prior approval by means of Special Resolution passed at the General Meeting is necessary.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, the approval of Members of the Company is therefore sought by way of Special Resolution pursuant to the provisions of Section 185 and 186 of the Act to give powers and authority to the Board of Directors of the Company for giving any loan to Kintech Synergy Private Limited ("KSPL") being a related party in which Mr. Jigar Shah is Director and shareholder of the Company; or guarantee or providing security in connection with a loan, to any person or other body corporate (in which any Director is interested or not) or to make investment by way of subscription, purchase or otherwise in the securities of any other body corporate, upto an amount the aggregate outstanding of which shall not exceed at any point in time and in one or more tranches of Rs.10 Crores (Ten Crore Rupees Only) or over and above, the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in which the company provide such funds.

The proposed Special Resolution as set out in Notice is enabling in nature for any further loan/investment/guarantee/ security, to be made or given to bodies corporate or any other person as per the provisions of the Act authorizing and empowering the Board of Directors of the Company to take the appropriate decisions in this regard at the appropriate time(s) in the best interest of the business of the Company. All the relevant documents considered at the meeting shall be open for inspection in the electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during the AGM and also available on company's website www.kintechrenewables.com.

The Board commends these special resolutions for your approval.

Except Mr. Jigar Shah and Mr. Ambalal Patel, directors, shareholders the extent of their shareholding in the company, none of the Directors or Key Managerial Personnel (KMP) is concerned or interested, financially or otherwise interested in the Resolution at Item No. 5 & 6 of the accompanying Notice.



Registered Office:

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Gujarat, India

Date: 05th August, 2020

**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. Jigar Shah, Managing Director, being re-appointed through retire by rotation and as Chairman and Managing Director for further 5 years at the ensuing Annual General Meeting:

Name of the Director	Mr. Jigar Jasavantlal Shah
DIN	00385460
Age	54 Years
Date of Birth	12/08/1965
Date of first Appointment on the Board	5 th May, 2015
Educational Qualification	B.E. in Instrumentation & Control
Experience	More than 27 years of experience in the field of renewable energy and operation and maintenance of Independent Power Projects (IPPs).
Terms and Conditions of appointment or reappointment along with details of last remuneration sought to be paid	In terms of Section 152(6) of the Act, Mr. Jigar Jasavantlal Shah who is being re-appointed as a Managing Director with effect from 16 th May, 2020 to 15 th May, 2025, liable to retire by rotation. No remuneration is proposed to be paid to Mr. Jigar Shah from the company.
Nature of expertise in specific functional areas	He is having wide experience in the field of EPC of Wind Farm Projects, maintenance of wind turbines and in renewable energy and operation and maintenance of Independent Power Projects (IPPs).He is also well versed in finance and administration functions.
Number of meetings of the Board attended during the financial year (2019-20)	6 (Six)
No. of Equity Shares held in the Company as on 31 st March, 2020	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. Jigar Jasavantlal Shah.
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 KINTECH GLOBAL SERVICES PRIVATE LIMITED KINTECH SURAJBARI WINDPARK PRIVATE LIMITED (<i>under the process of striking off</i>) 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 – Chairman

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Date : 05th August, 2020

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

**HARSHAL GANDHI
COMPANY SECRETARY**