



## RESOLUTION PROPOSED TO BE PASSED BY CIRCULATION

[Pursuant to Section 175 of the Companies Act, 2013 read with rules prescribed thereunder]

To,

**The Board of Directors  
Kintech Renewables Limited**

**Date of Circulation:** May 25, 2022

**Subject:** 1. To appoint Mr. Arihant Chopra as Additional Director in the capacity of Independent Director of the Company

2. Re-Constitution of the Audit Committees

3. Re-Constitution of Nomination and Remuneration Committees

**Total No. of items proposed** 3 (Three)

Dear Sir(s)/Madam,

In connection with the above captioned subject, this is to inform you that upon resignation of Mr. Manoj Kumar Jain (DIN: 00015026), as Independent Director of the Company with effect from March 31, 2022, the Company is required to meet the statutory requirement under Companies Act, 2013 of having the 2 (Two) Independent Directors on the Board of the Company.

Since, Mr. Manoj Kumar Jain was also a member in the Audit Committee as well as Nomination and Remuneration Committee of Board of Directors of the Company, accordingly, such Committees are also required to be re-constituted.

As of the now, the Company has only, 3 (three) directors and the management of Kintech Renewables Limited ('the Company') has decided to appoint 1 (one) new Director i.e. Mr. Arihant Chopra on its Board (as Independent Director). His brief profile is given below:

Mr. Arihant Chopra, Qualified Company Secretary and having a degree of Master in Law (LLM) with Post Graduate Diploma in Legal & Forensic Science having experience of 3.5 years as Company Secretary and Consultant. He is holding designation as independent director in Maasheetla Ventures

### **KINTECH RENEWABLES LIMITED**

KINTECH HOUSE, 8, Shivalik Plaza, Opp. AMA, IIM Road, Ambawadi, Ahmedabad - 380 015, Gujarat, India.  
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CIN : L40105GJ1985PLC013254

Limited since 5 months. He has expertise in Corporate Law, Finance, Forensic Science and legal sector.

Following have also been received from both proposed directors:

1. consent to act as Director;
2. declaration that he/she is not disqualified from being appointed as Director in terms of Section 164 (2) of the Companies Act, 2013; and
3. Declaration of independence as required under Section 149 of the Companies Act, 2013.

It is also informed that Mr. Arihant Chopra is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The proposal for his appointment as the Independent Director of the Company is subject to requisite recommendation of the Nomination and Remuneration Committee, for which a proposal is being circulated simultaneously.

The Board is requested to consider and to pass the following resolutions by Circulation.

RBC No. 1/2022- 23/KRL	<b>RESOLVED THAT</b> pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions 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 Nomination and Remuneration Committee, Mr. Arihant Chopra (DIN 09436637) be and is hereby appointed as an Additional Director of the Company and subject to the approval of members of the Company, designated as the Independent director for a period of 3 years till 25 <sup>th</sup> May 2025 with immediate effect.
	<b>RESOLVED FURTHER THAT</b> any of the Director(s) and/ or Ms. Richa Srivastava, Company Secretary and Compliance Officer of the Company be and are hereby authorized jointly/ severally, as required, to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution."
RBC No. 2/2022- 23/KRL	<b>"RESOLVED THAT</b> in partial supersession of the resolution dated 02 <sup>nd</sup> December 2021 passed by the Board for the constitution of the Audit Committee and pursuant to and in accordance with the provisions of Section 177 (2) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended (including, any statutory modification(s) or re-enactment of such laws for

the time being in force) and any other applicable law or enactment for the time being in force, the Audit Committee of the Board of directors, be and is hereby reconstituted as under:

Name	Committee Designation	Board Designation
Mr. Prakash Kumar Singh	Chairperson	Non-Executive Independent Director
Mr. Gaurank Singhal	Member	Non-Executive-Non-Independent Director
Mr. Arihant Chopra	Member	Non-Executive Independent Director

**RESOLVED FURTHER THAT** the existing terms of references of the audit committee shall remain unchanged.

**RESOLVED FURTHER THAT** Any of the Director and/ or Ms. Richa Srivastava, Company Secretary and Compliance Officer of the Company be and are hereby authorized jointly/ severally, as required, to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

RBC No. 3/2022-23/KRL

**“RESOLVED THAT** in partial supersession of the resolution dated 02<sup>nd</sup> December 2021 passed by the Board for its constitution and pursuant to Section 178 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended (including, any statutory modification(s) or re-enactment of such laws for the time being in force) and any other applicable law or enactment for the time being in force, the Nomination and Remuneration Committee of the Board of directors, be and is hereby reconstituted and shall consist of the members as under:

Name	Committee Designation	Board Designation
Mr. Prakash Kumar Singh	Chairperson	Non-Executive Independent Director
Mr. Gaurank Singhal	Member	Non-Executive-Non-Independent Director
Mr. Arihant Chopra	Member	Non-Executive Independent Director

	<p><b>RESOLVED FURTHER THAT</b> the terms of references of the Nomination and Remuneration Committee shall remain unchanged.</p> <p><b>RESOLVED FURTHER THAT</b> Any of the Director and/ or Ms. Richa Srivastava, Company Secretary and Compliance Officer of the Company be and are hereby authorized jointly/ severally, as required, to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”.</p>
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Notes:

- a) The Companies Act, 2013, read with the Rules prescribed there under and SS-I, allows the company or its authorized person to sent the draft of the Resolution and the necessary papers to the postal address or e-mail address registered by the Director with the company or in the absence of such details or any change thereto, any of the addresses appearing in the Director Identification Number (DIN) registration of the Director.
- b) *You can send your acceptance/rejection on the above resolutions – (i) by way of replying to your inbox e-mail received from our side ([cskintechrenewables@gmail.com](mailto:cskintechrenewables@gmail.com)); or (ii) by way of sending a Xerox copy of this Circular, expressing your acceptance/rejection in the format prescribed below and signing there against, via hand delivery/post/courier to the registered office of the Company.*
- c) You are requested to send your assent/dissent within 3 (three) days of the date of this circulation.
- d) In case a Director is interested or concerned in the proposed resolution/(s) and such interest or concern is yet to be communicated to the Company, he shall disclose his interest before the last date specified above for response to this circular and abstain from voting.
- e) The circulated resolution/(s) shall be deemed to have been passed by circulation when it is approved by a majority of the Directors, entitled to vote on the resolution.
- f) If the approval of majority of Directors, entitled to vote, is not received by the last date specified for receipt of approval, the resolution shall be considered as not passed.
- g) The circulated resolution/(s), if passed, shall be deemed to have been passed on the last date specified for specifying assent/dissent by the directors or the date on which assent from more than two-thirds of the Directors have been received, whichever is earlier.

- h) The circulated resolution/(s), if passed, shall be effective from date on which the same is/are deemed to have been passed, if no other date is specified in such resolution/(s).
- i) In case a Director does not respond the last date specified for signifying assent or dissent, it shall be presumed that he has abstained from voting.
- j) In case of where not less than one-third of the total number of directors of the company require that any of this resolution under circulation must be decided at duly convened meeting, then such resolution/(s) shall be placed before the next meeting of the Board for their approval.
- k) *The members of the board are requested to consider and approve the aforesaid resolutions by giving their "assent" and "dissent" in the Annexure-A.*

We will be happy to provide you with any details/information/documents as may be required to provide your acceptance/rejection on the above said circulated resolution/(s).

Thanking you,

Sincerely Yours,

**For Kintech Renewables Limited**



**Richa Srivastava**

**Company Secretary**

**Encl: A/a**

**Annexure-A**

<b>Name of Director</b>	<b>1. To appoint Mr. Arihant Chopra as Additional Director in the capacity of Independent Director of the Company</b>		<b>2. Re-Constitution of the Audit Committee</b>		<b>3. Re-Constitution of Nomination and Remuneration Committee</b>	
	<b>I assent to the resolution</b>	<b>I dissent to the resolution</b>	<b>I assent to the resolution</b>	<b>I dissent to the resolution</b>	<b>I assent to the resolution</b>	<b>I dissent to the resolution</b>
<b>Prakash Kumar Singh</b>						
<b>Gaurank Singhal</b>						
<b>Khushboo Singhal</b>						